

23739

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

McDonald's Corporation

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on
January 22, 1965, authorizing it to transact business in
Rhode Island under the name of McDonald's Corporation

SECOND: The corporate name of the corporation has been changed to No change

(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is N/A

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: No change

(If no other or additional purposes are proposed, insert "No change.")

FILED

OCT 28 1996

By DD #55
175095

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: (see §§7-1.1-103, 7-1.1-109, 7-1.1-110, of the General Laws, 1956, as amended.) If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
3,500,000,000	Common	None	\$.01
165,000,000	Preferred	None	Without par value

(A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 6,100,000,000

(B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 19,000,000

(C): An estimate of the gross amount of business to be transacted by it during such year is \$ 3,100,000,000

(D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 5,000,000

Date September 30, 19 96

By George T. Rummel

Its Vice President
Associate General Counsel

and

Gloria Santana

Its Vice President Secretary
Associate General Counsel and
Secretary

STATE OF ILLINOIS

COUNTY OF DU PAGE

} SC.

At Oak Brook, Illinois in said County on the 30th day

of September, 19 96, before me personally appeared George T. Rummel

and Gloria Santana, who being by me first duly sworn, declared that ~~he~~^{they are} is the

Vice President, Associate General Counsel and McDonald's Corporation

Vice President, Associate General Counsel of

and Secretary, respectively,

that ~~he~~^{they} signed the foregoing document as such Vice President, Associate General Counsel and
Secretary

of the corporation, and that the statements therein contained are true.



Mary O. Velazquez
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE

AMENDED CERTIFICATE OF AUTHORITY
OF

I, _____, Acting Deputy Secretary of State of the State of
Rhode Island, hereby certify that duplicate originals of an Application of

_____ for an amended Certificate of Authority to transact
business in this State, duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the
General Laws, 1956, as amended, have been received in this office and are found to conform to
law, and that the foregoing is a duplicate original of the Application for such Amended Certificate.

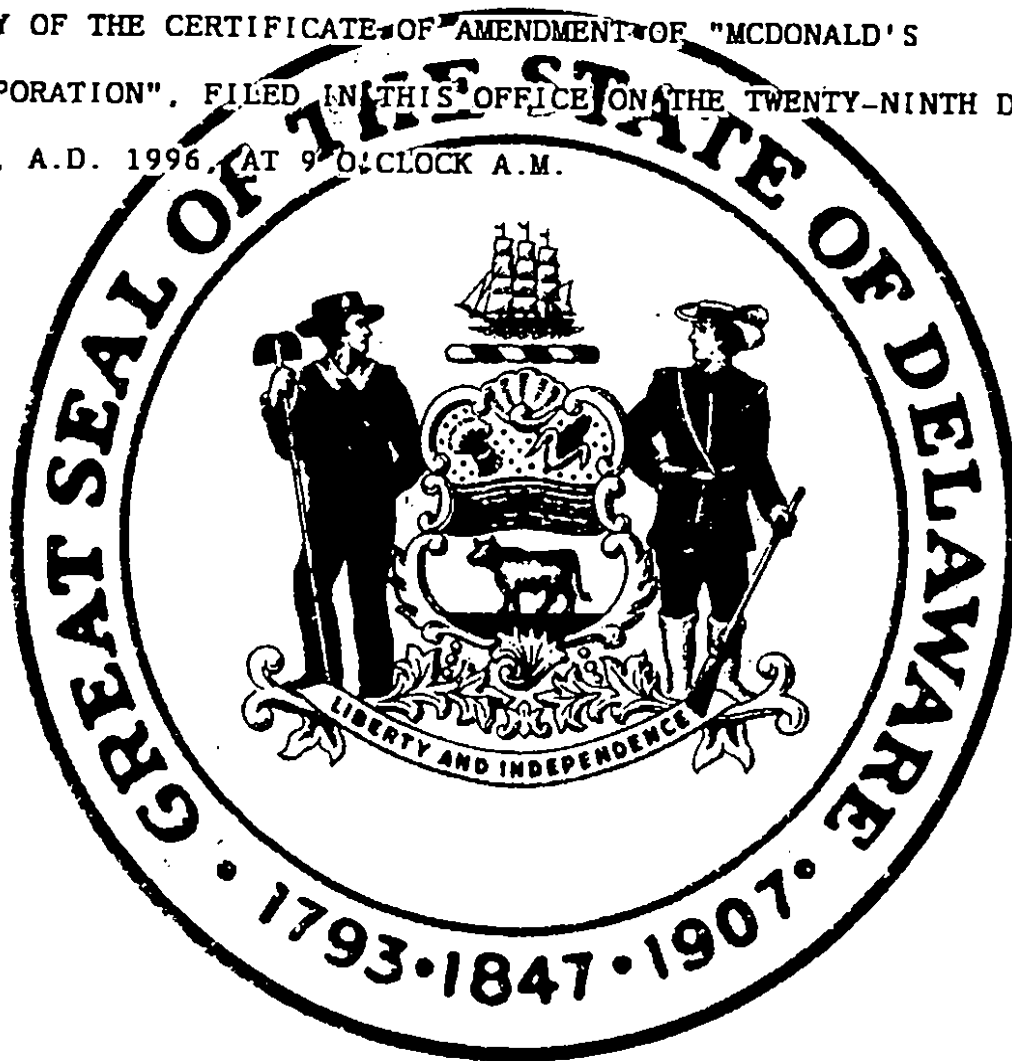
Witness my hand and seal of the State of
Rhode Island this _____ day of
19 _____

Acting Deputy Secretary of State

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MCDONALD'S CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MAY, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel
Edward J. Freel, Secretary of State

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960293018

AUTHENTICATION:

8139041

DATE:

10-08-96