

Filing fee: \$75.00

FILED
APR 20 1995

By: hjt 35144227

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF**

General Mills Restaurants, Inc.

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 April 10, 1990, authorizing it to transact business in Rhode Island under the name of General Mills Restaurants, Inc.

SECOND: The corporate name of the corporation has changed to GMRI, Inc.

[If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is _____

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: _____

[If no other or additional purposes are proposed, insert "No change."]

No Change

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: _____ (If increase of authorized capital stock, state: _____)

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
(A):	An estimate of the value of all property to be owned by it for the following year, wherever located, is	\$ 1,985,000,000	
(B):	An estimate of the value of its property to be located within Rhode Island during such year is	\$ 7,100,000	
(C):	An estimate of the gross amount of business to be transacted by it during such year is	\$ 2,650,000,000	
(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	\$ 7,300,000	

Dated April 7, 1995

GMRI, Inc.

By [Signature]
George T. Williams
Its Vice President

and [Signature]
Mary Anne Ferrell
Its Assistant Secretary

STATE OF Florida }
COUNTY OF Orange } SC.

At Orlando in said County on the 7th day
of April 1995, before me personally appeared George T. Williams /
Mary Anne Ferrell
Senior Vice-President/
Assistant Secretary, who being by me first duly sworn, declared that he is the
Senior Vice President & Asst. Secretary of GMRI, Inc. they are
that they signed the foregoing document as such secretaries officers
of the corporation, and that the statements therein contained are true.

[Signature]
Barbara Ann Meyers
Notary Public



(NOTARIAL SEAL)

RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION
APR 12 3 44 PM '95

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on April 3, 1995, for GENERAL MILLS RESTAURANTS, INC. changing its name to GMRI, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is 328176.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fifth day of April, 1995



Sandra B. Northam

Sandra B. Northam
Secretary of State