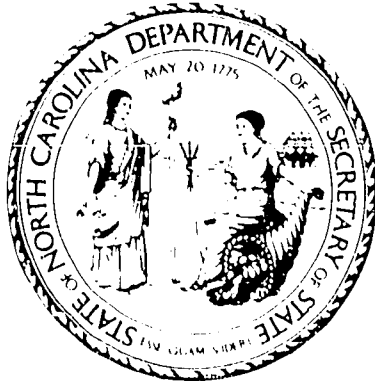




65

State of North Carolina



Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

*I, Thad Eure, Secretary of State of the State of
North Carolina, do hereby certify the following and
hereto attached (22 sheets) to be a true copy of*

ARTICLES OF MERGER OF K. & W. OF PARKWAY PLAZA, INC.; K. & W. CAFETERIA OF GREENSBORO, N. C., INC.; K & W CAFETERIA OF RALEIGH, INC.; K & W CAFETERIA OF CAMERON VILLAGE, INC.; K & W CAFETERIA OF TARRYTOWN CENTER, INC.; K & W CAFETERIA OF HOLLY HILL MALL SHOPPING CENTER, INC.; K & W CAFETERIA OF WESTCHESTER MALL, INC.; K & W CAFETERIA OF CAROLINA MALL, INC.; K & W CAFETERIA OF TANGLEWOOD MALL, INC.; K & W CAFETERIA OF BORDEAUX SHOPPING CENTER, INC.; K & W CAFETERIA OF UNIVERSITY MALL, INC.; K & W CAFETERIA OF CROSSROADS MALL, INC.; K. & W. OF KNOLLWOOD, INC.; K & W CAFETERIA OF MYRTLE BEACH, INC.; and K & W CAFETERIA OF WILSON, INC. into K & W RESTAURANT, INCORPORATED

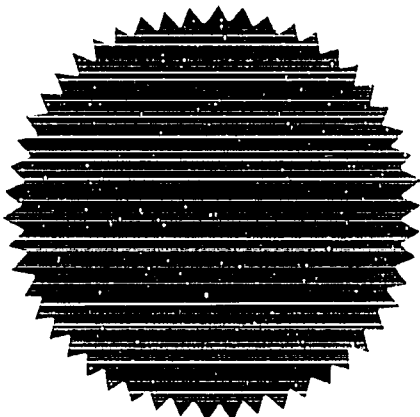
and the probates thereon, the original of which was

filed in this office on the 27th day of February, 19 81,

after having been found to conform to law.

*In Witness Whereof, I have hereunto set my hand
and affixed my official seal.*

Done in Office, at Raleigh, this 27th **day**
of February **in the year of our Lord 19**81.



Secretary of State

By
Deputy Secretary of State

1328P0689

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FILED

ARTICLES OF MERGER
OF

FEB 27 11 40 AM '81

K. & W. OF PARKWAY PLAZA, INC.,
K. & W. CAFETERIA OF GREENSBORO, N.C., INC.,
K & W CAFETERIA OF RALEIGH, INC.,
K & W CAFETERIA OF CAMERON VILLAGE, INC.,
K & W CAFETERIA OF TARRYTOWN CENTER, INC.,
K & W CAFETERIA OF HOLLY HILL MALL SHOPPING CENTER, INC.,
K & W CAFETERIA OF WESTCHESTER MALL, INC.,
K & W CAFETERIA OF CAROLINA MALL, INC.,
K & W CAFETERIA OF TANGLEWOOD MALL, INC.,
K & W CAFETERIA OF BORDEAUX SHOPPING CENTER, INC.,
K & W CAFETERIA OF UNIVERSITY MALL, INC.,
K & W CAFETERIA OF CROSSROADS MALL, INC.,
K. & W. OF KNOLLWOOD, INC.,
K & W CAFETERIA OF MYRTLE BEACH, INC.,
and K & W CAFETERIA OF WILSON, INC.

INTO

K & W RESTAURANT, INCORPORATED

The undersigned corporations hereby set forth and execute these Articles of Merger for the purpose of merging into K & W Restaurant, Incorporated.

I.

The following Plan of Merger was duly approved by the Shareholders of each of the undersigned corporations on February 25, 1981, in the manner prescribed by law:

PLAN OF MERGER

The names of the corporations proposing to merge are K. & W. of Parkway Plaza, Inc., K. & W. Cafeteria of Greensboro, N.C., Inc., K & W Cafeteria of Raleigh, Inc., K & W Cafeteria of Cameron Village, Inc., K & W Cafeteria of Tarrytown Center, Inc., K & W Cafeteria of Holly Hill Mall Shopping Center, Inc., K & W Cafeteria of Westchester Mall, Inc., K & W Cafeteria of Carolina Mall, Inc., K & W Cafeteria of Tanglewood Mall, Inc., K & W Cafeteria of Bordeaux Shopping Center, Inc., K & W Cafeteria of University Mall, Inc., K & W Cafeteria of Crossroads Mall, Inc., K. & W. of Knowllwood, Inc., K & W Cafeteria of Myrtle Beach, Inc., and K & W Cafeteria of Wilson, Inc., all being North Carolina corporations (collectively called the "Merging Corporations"), and the name of the corporation into which the Merging Corporations propose to merge is K & W Restaurant, Incorporated, a North Carolina corporation (the "Surviving Corporation"), and the Merging Corporations and the Surviving Corporation are sometimes referred to collectively as the "Constituent Corporations."

328PC690

The terms and conditions of the proposed merger are as follows:

1. The name of the Surviving Corporation shall continue to be K & W Restaurant, Incorporated.

2. Until the Effective Date, as defined below, each of the Constituent Corporations shall continue to conduct its business without any material change and shall not make any distribution or other disposition of assets, capital or surplus, except in the ordinary course of business.

3. Pursuant to Section 55-4(b) of the General Statutes of North Carolina, the effective date and time of the merger shall be 12:01 o'clock a.m. on March 1, 1981 (the "Effective Date").

4. As of the Effective Date, the Merging Corporations' assets and liabilities shall become those of the Surviving Corporation by operation of law, and the effect of the merger shall also be as provided in Section 55-110 of the General Statutes of North Carolina.

5. The present authorized capital of the Surviving Corporation is \$100,000, being represented by 1,000 shares of common stock having a par value of \$100, each of which shall be split as of the Effective Date into 10 shares of common capital stock having a par value of \$10 per share. The Charter of the Surviving Corporation shall be amended as of the Effective Date to increase the authorized capital of the Surviving Corporation to Ten Million Dollars (\$10,000,000), being 1,000,000 shares of common stock having a par value of Ten Dollars (\$10) per share, and shall be otherwise amended as provided in paragraph 7 below. The holders of the outstanding shares of \$100 par value common stock shall surrender such shares to the corporation and shall receive in exchange 10 shares of \$10 par value common stock for each share of \$100 par value stock so surrendered.

6. The manner and basis of converting the shares of common stock of the Merging Corporations into shares of

common stock of the Surviving Corporation shall be as follows: Each outstanding share of each of the Merging Corporations shall be converted into and exchanged for such number of shares of the Surviving Corporation as is determined by utilization of a fraction, the numerator of which is the February 28, 1981, per share book value of the shares of each Merging Corporation multiplied by ten (since the shares received in the exchange will be shares outstanding after the ten for one split) and the denominator of which is the February 28, 1981, per share book value of the Surviving Corporation. For example, if the book value of the shares of one of the Merging Corporations is \$2,000 per share and the book value of the shares of the Surviving Corporation is \$500 per share (or \$50 after the split), then forty (40) shares of the common stock of the Surviving Corporation ($\$2,000 \times 10$ divided by \$500) shall be issued for each outstanding share of that particular Merging Corporation's common stock. Any fractional share resulting from the exchange shall be redeemed for cash by the Surviving Corporation, based on the book value per share of stock of the Surviving Corporation after the split. Except for being split on a ratio of ten new shares of \$10 par value stock for each share of \$100 par value stock, the outstanding shares of the Surviving Corporation shall not be converted or altered in any manner as a result of the merger and shall remain outstanding as shares of the Surviving Corporation. The respective book values (assets less liabilities) of the Constituent Corporations on February 28, 1981, shall be determined as promptly as practicable after such date by A. M. Pullen & Company, the certified public accounting firm that normally services the books of the Constituent Corporations, in accordance with generally accepted accounting principles applied on a basis consistent with prior periods.

7. The Charter of K & W Restaurant, Incorporated, shall be amended to read as set forth immediately below, and as amended shall continue as the Charter of the Surviving Corporation without change.

Amended Charter of
of
K & W Restaurant, Incorporated

ARTICLE I

The name of the corporation is K & W Restaurant, Incorporated.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purposes for which the corporation is organized are:

(a) To own, conduct, operate, maintain and carry on a general restaurant, cafeteria and food service business.

(b) To render and perform business consulting, purchasing, financial and general management services.

(c) To acquire, hold, lease and sell real estate and interests in real estate.

(d) To own a financial interest in any business in which the corporation itself can lawfully engage.

(e) To serve as agent for any other person or legal entity in the conduct of any business in which the corporation itself can lawfully engage.

(f) In general, to conduct any business which may lawfully be conducted by and to exercise all powers available to a corporation organized under the Business Corporation Act of the State of North Carolina.

ARTICLE IV

The corporation shall have authority to issue One Million (1,000,000) shares of common stock having a par value of Ten Dollars (\$10) per share.

ARTICLE V

The minimum amount of consideration for its shares to be received by the corporation before it shall commence business is One Hundred Dollars (\$100) in cash or property of equivalent value.

ARTICLE VI

The address of the registered office of the corporation is 712 Coliseum Drive, Winston-Salem, Forsyth County, North Carolina 27106, and the name of the registered agent is Grady T. Allred, Sr.

ARTICLE VII

The number of Directors constituting the initial Board of Directors as of the time of this amendment shall be six. The names and addresses of the Directors, who shall continue serving until their successors are elected and assume office, are:

<u>Name</u>	<u>Address</u>
Grady T. Allred, Sr.	712 Coliseum Drive Winston-Salem, North Carolina 27106
Grady T. Allred, Jr.	712 Coliseum Drive Winston-Salem, North Carolina 27106
Gary T. Allred	712 Coliseum Drive Winston-Salem, North Carolina 27106
Vivian C. Allred	712 Coliseum Drive Winston-Salem, North Carolina 27106
Donald C. Allred	712 Coliseum Drive Winston-Salem, North Carolina 27106
Shirley A. Tucci	712 Coliseum Drive Winston-Salem, North Carolina 27106

II.

As to each of the undersigned corporations, the number of shares outstanding were as set forth below, all being shares of common voting stock entitled to one vote each with respect to the adoption of the Plan of Merger:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding and Entitled to Vote</u>
K & W Restaurant, Incorporated	523
K. & W. of Parkway Plaza, Inc.	100
K. & W. Cafeteria of Greensboro, N.C., Inc.	100
K & W Cafeteria of Raleigh, Inc.	100
K & W Cafeteria of Cameron Village, Inc.	100
K & W Cafeteria of Tarrytown Center, Inc.	100
K & W Cafeteria of Holly Hill Mall Shopping Center, Inc.	100
K & W Cafeteria of Westchester Mall, Inc.	100
K & W Cafeteria of Carolina Mall, Inc.	100
K & W Cafeteria of Tanglewood Mall, Inc.	100
K & W Cafeteria of Bordeaux Shopping Center, Inc.	100
K & W Cafeteria of University Mall, Inc.	100
K & W of Cafeteria of Crossroads Mall, Inc.	100
K & W of Knollwood, Inc.	100
K & W Cafeteria of Myrtle Beach, Inc.	100
K & W Cafeteria of Wilson, Inc.	100

III.

As to each of the undersigned corporations, the total shares voted for and against the Plan of Merger, respectively, were as follows:

<u>Name of Corporation</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
K & W Restaurant, Incorporated	523	0
K. & W. of Parkway Plaza, Inc.	100	0
K. & W. Cafeteria of Greensboro, N.C. Inc.	100	0
K & W Of Raleigh, Inc.	100	0
K & W Cafeteria of Cameron Village, Inc.	100	0
K & W Cafeteria of Tarrytown Center, Inc.	100	0
K & W Cafeteria of Holly Hill Mall Shopping Center, Inc.	100	0
K & W Cafeteria of Westchester Mall, Inc.	100	0
K & W Cafeteria of Carolina Mall, Inc.	100	0
K & W Cafeteria of Tanglewood Mall, Inc.	100	0
K & W Cafeteria of Bordeaux Shopping Center, Inc.	100	0
K & W Cafeteria of University Mall, Inc.	100	0
K & W Cafeteria of Crossroads Mall, Inc.	100	0
K. & W. of Knollwood, Inc.	100	0
K & W Cafeteria of Myrtle Beach, Inc.	100	0
K & W Cafeteria of Wilson, Inc.	100	0

IV.

As provided in the Plan of Merger, the effective time of the merger shall be 12:01 o'clock a.m. on March 1, 1981.

IN WITNESS WHEREOF, these Articles of Merger have been signed by the President and the Secretary of each corporation, this 25th day of February, 1981.

K. & W. OF PARKWAY PLAZA, INC.

By: Grady T. Allred Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K. & W. of Parkway Plaza, Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K. & W. of Parkway Plaza, Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred Sr
Grady T. Allred, Sr.

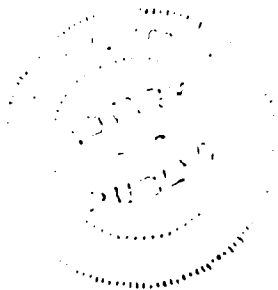
Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Nancy K. Gordon
Notary Public

My commission expires:

My Commission Expires March 4, 1981



K. & W. CAFETERIA OF GREENSBORO, N.C. INC.

By: Grady T. Allred, Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K. & W. Cafeteria of Greensboro, N.C. Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K. & W. Cafeteria of Greensboro, N.C. Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred, Sr.
Grady T. Allred, Sr.

Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Nancy K. Gordon
Notary Public

My commission expires:

My Commission Expires March 4, 1981



K & W CAFETERIA OF RALEIGH, INC.

By Grady T. Allred Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K & W Cafeteria of Raleigh, Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K & W Cafeteria of Raleigh, Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred Sr.
Grady T. Allred, Sr.

Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Marcus R. Garrison
Notary Public

My commission expires:

My Commission Expires March 1, 1981

K & W CAFETERIA OF CAMERON VILLAGE, INC.

By: Grady T. Allred Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K & W Cafeteria of Cameron Village, Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K & W Cafeteria of Cameron Village, Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred
Grady T. Allred, Sr.

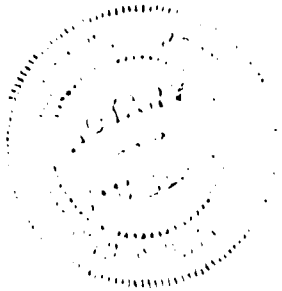
Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Nancy K. Gordon
Notary Public

My commission expires:

My Commission Expires March 4 1981



K & W CAFETERIA OF TARRYTOWN CENTER, INC.

By: Grady T. Allred Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K & W Cafeteria of Tarrytown Center, Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K & W Cafeteria of Tarrytown Center, Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred Sr.
Grady T. Allred, Sr.

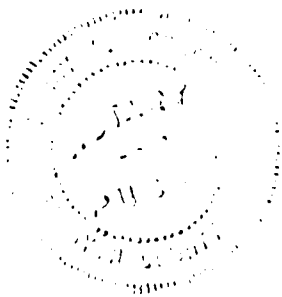
Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Nancy H. Gordon
Notary Public

My commission expires:

My Commission Expires March 4, 1981



K & W CAFETERIA OF HOLLY HILL MALL
SHOPPING CENTER, INC.

By: Grady T. Allred, Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K & W Cafeteria of Holly Hill Mall Shopping Center, Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K & W Cafeteria of Holly Hill Mall Shopping Center, Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred, Sr.
Grady T. Allred, Sr.

Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Nancy K. Gordon
My Commission Expires March 4, 1981
Notary Public

My commission expires:

My Commission Expires March 4, 1981

K & W CAFETERIA OF WESTCHESTER MALL, INC.

By: Grady T. Allred, Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K & W Cafeteria of Westchester Mall, Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K & W Cafeteria of Westchester Mall, Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

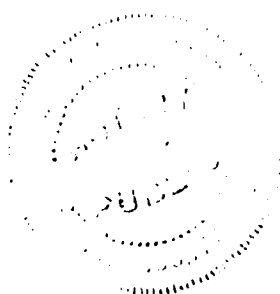
Grady T. Allred, Sr.
Grady T. Allred, Sr.
Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Nancy K. Gordon
Notary Public

My commission expires:

My Commission Expires March 4, 1981



K & W CAFETERIA OF CAROLINA MALL, INC.

By: Grady T. Allred, Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K & W Cafeteria of Carolina Mall, Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K & W Cafeteria of Carolina Mall, Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred, Sr.
Grady T. Allred, Sr.

Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Nancy K. Gordon
Notary Public

My commission expires:

My Commission Expires March 4, 1981



K & W CAFETERIA OF TANGLEWOOD MALL, INC.

By: Grady T. Allred Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K & W Cafeteria of Tanglewood Mall, Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K & W Cafeteria of Tanglewood Mall, Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred Sr.
Grady T. Allred, Sr.

Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Nancy H. Gordon
Notary Public

My commission expires:

My Commission Expires March 1, 1982

K & W CAFETERIA OF BORDEAUX
SHOPPING CENTER, INC.

By: Grady T. Allred Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K & W Cafeteria of Bordeaux Shopping Center, Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K & W Cafeteria of Bordeaux Shopping Center, Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred Sr.
Grady T. Allred, Sr.

Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Nancy K. Gordon
Notary Public

My commission expires:

My Commission Expires March 1, 1982

K & W CAFETERIA OF UNIVERSITY MALL, INC.

By Grady T. Allred, Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K & W Cafeteria of University Mall, Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K & W Cafeteria of University Mall, Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred, Sr.
Grady T. Allred, Sr.

Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Nancy K. Gordon
Notary Public

My commission expires:

My Commission Expires March 1, 1982



K & W CAFETERIA OF CROSSROADS MALL, INC.

By: Grady T. Allred Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K & W Cafeteria of Crossroads Mall, Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K & W Cafeteria of Crossroads Mall, Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred Sr.
Grady T. Allred, Sr.

Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Nancy K. Gordon
Notary Public

My commission expires:

My Commission expires March 1, 1982

K. & W. OF KNOLLWOOD, INC.

By: Grady T. Allred Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K. & W. of Knollwood, Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K. & W. of Knollwood, Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred Sr.
Grady T. Allred, Sr.

Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Nancy H. Gordon
Notary Public

My commission expires:

My Commission Expires March 1, 1981

K & W CAFETERIA OF MYRTLE BEACH, INC.

By: Grady T. Allred, Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K & W Cafeteria of Myrtle Beach, Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K & W Cafeteria of Myrtle Beach, Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred, Sr.
Grady T. Allred, Sr.

Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Norman K. Gordon
Notary Public

My commission expires:

My Commission Expires March 4, 1981

K & W CAFETERIA OF WILSON, INC.

By: Grady T. Allred, Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K & W Cafeteria of Wilson, Inc., having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K & W Cafeteria of Wilson, Inc.; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred, Sr.
Grady T. Allred, Sr.

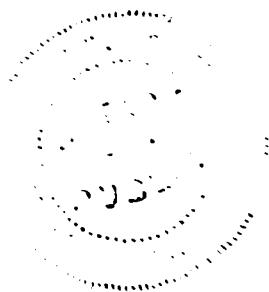
Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Harvey H. Gordon
Notary Public

My commission expires:

My Commission Expires March 1, 1982



K & W RESTAURANT, INCORPORATED

By: Grady T. Allred Sr.
Grady T. Allred, Sr., President

By: Vivian C. Allred
Vivian C. Allred, Secretary

NORTH CAROLINA)
FORSYTH COUNTY)

Grady T. Allred, Sr. and Vivian C. Allred, being respectively the President and Secretary of K & W Restaurant, Incorporated, having been duly sworn, each deposes and says: That they signed the foregoing Articles of Merger in a representative capacity as such officer of K & W Restaurant, Incorporated; that they are authorized so to sign; and, that the statements made in such Articles of Merger are true.

Grady T. Allred Sr.
Grady T. Allred, Sr.

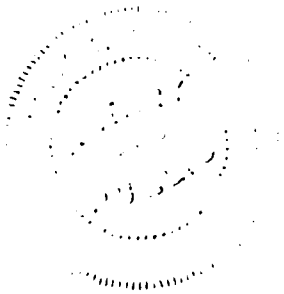
Vivian C. Allred
Vivian C. Allred

SWORN TO AND CERTIFIED by me
this the 25th day of February,
1981.

Nancy K. Larson
Notary Public

My commission expires:

My Commission Expires March 1, 1984



PRESENTED FOR
REGISTRATION 22-
AND RECORDED

MAR 5 3 10 PM '81

LEON LAYERS
REGISTER OF DEEDS
FORSYTH CTY, N.C.

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