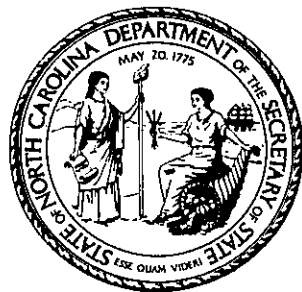


July 80

15

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 (2 sheets) to be a true copy of

ARTICLES OF AMENDMENT

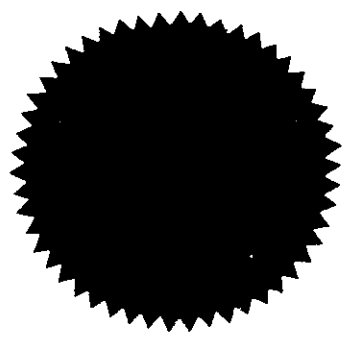
OF

R & P, INC. (Which changed its name to RYAN'S RESTAURANTS, INC.)

and the probates thereon, the original of which was filed in this office on the 27th day of October 19 80, 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 October in the year of our Lord 19 80.



Secretary of State

By

Deputy Secretary of State

1001318P0896

FILED

275337

OCT 27 12 06 PM '80

THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF AMENDMENT

TO

THE CHARTER OF R & P, INC.

The undersigned corporation hereby executes these Articles of Amendment for the purpose of amending its Charter:

1. The name of the corporation is: R & P, INC.
2. The following amendments to the Charter of the corporation were adopted by its shareholders on the 23rd day of October, 1980, in the manner prescribed by law:

(a) ARTICLE I of the Charter is hereby amended to read: "The name of the corporation is RYAN'S RESTAURANTS, INC."

(b) ARTICLE IV of the Charter is hereby amended to read: "The corporation shall have authority to issue 200,000 shares of common stock with a par value of \$1.00 per share."

3. The number of shares of the corporation outstanding at the time of such adoption of said amendments was 402; and the number of shares entitled to vote thereon was 402.

4. The number of shares voted for such amendment was 402; and the number of shares voted against such amendment was 0.

5. The amendments herein effected do not give rise to dissenter's rights to payment for the reason that the only effects of such amendments are to change the name of the corporation and to authorize an additional 100,000 shares of \$1.00 par value common stock.

IN WITNESS WHEREOF, these Articles of Amendment are signed by the President and the Assistant Secretary of the corporation this the 23rd day of October, 1980.

RYAN'S RESTAURANTS, INC.
(Formerly R & P, INC.)

By:

President

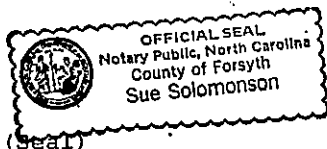
By:

Secretary

100-131870897

STATE OF NORTH CAROLINA)
)
COUNTY OF FORSYTH)

I, Sue Solomonson, a Notary Public of Forsyth County, North Carolina, hereby certify that on this 23rd day of October, 1980, WILLIAM D. SPRY, JR. personally appeared before me, being by me first duly sworn, declared that he signed the foregoing ARTICLES OF AMENDMENT TO THE CHARTER OF R & P, INC. in the capacity indicated, that he was authorized to so sign, and that the statements therein contained are true.



Sue Solomonson
Notary Public

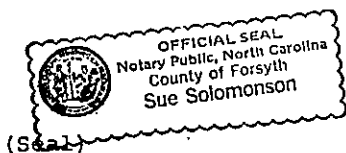
My Commission Expires:

September 24, 1983

=====

STATE OF NORTH CAROLINA)
)
COUNTY OF FORSYTH)

I, Sue Solomonson, a Notary Public of Forsyth County, North Carolina, hereby certify that on this 24th day of October, 1980, SCOTT H. RICHARDSON personally appeared before me, being by me first duly sworn, declared that he signed the foregoing ARTICLES OF AMENDMENT TO THE CHARTER OF R & P, INC. in the capacity indicated, that he was authorized to so sign, and that the statements therein contained are true.



Sue Solomonson
Notary Public

My Commission Expires:

September 24, 1983

PRESENTED FOR
REGISTRATION
AND RECORDED

OCT 29 9 59 AM '80

EUNICE AYERS
REGISTER OF DEEDS
FORSYTH CTY, N.C.

\$5.00 fd tap

1111213P0898