

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

S P INVESTMENTS, INC.

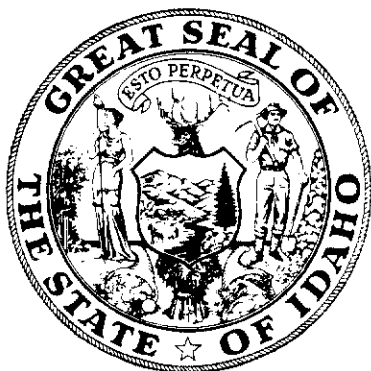
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

CLASSIC FOODS, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ November 8, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
of

RECEIVED
SEC. OF STATE

S P INVESTMENTS, INC.

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Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is S P INVESTMENTS, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on October 17, 1991, in the manner prescribed by the Idaho Business Corporation Act:

The Articles of Incorporation, originally filed with the Secretary of State, State of Idaho, on January 18, 1985, No. 77663, were completely restated and amended, to supersede the original articles and any amendment, to now read as follows:

1. Name.

The name of the corporation is:

CLASSIC FOODS, INC.

2. Duration.

The corporation shall have perpetual duration.

3. Purposes.

The corporation is formed for the purposes of owning and operating Wendy's Franchises in the State of Idaho and any

or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. Authorized Shares.

The corporation shall be authorized to issue 500,000 shares, all of one class, with a par value of \$1.00 per share.

5. Registered Agent and Office.

The name of the initial registered agent and the address of the initial registered office of the corporation are:

Sherwood J. Ricks
545 N. 2nd E. - POB 639
Rexburg, Idaho 83440

6. Directors.

The Board of Directors consist of three directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Sherwood J. Ricks	2958 S. 1400 W. Rexburg, ID 83440
Kent Archibald	1325 S. 200 E. Rexburg, ID 83440
Gary Archibald	1690 S. 1000 W. Rexburg, ID 83440

Who shall serve as directors until the next annual meeting of shareholders or until their successors be elected and qualify.

7. Shareholders.

The names and addresses of the present shareholders, and the shares owned by each, are:

<u>Shareholders</u>	<u>Address</u>	<u>Shares</u>
Sherwood J. Ricks	2958 S. 1400 W. Rexburg, ID 83440	7816

Kent Archibald	1325 S. 200 E. Rexburg, ID 83440	27200
Gary Archibald	1690 S. 1000 W. Rexburg, ID 83440	27200
J. Philip Ricks	3246 S. 1400 W. Rexburg, ID 83440	7816
Lyle J. Robison	9885 S. 400 W. Rexburg, ID 83440	3064
Allen J. Murphy	1771 Laguna Dr. Idaho Falls, ID 83401	3064
Trent Siddoway	109 S. Front Sugar City, ID 83448	3840
TOTAL		80,000

8. Preemptive Rights.

(a) Each shareholder shall have the preemptive right to purchase shares (and securities convertible into such shares or carrying a right to subscribe to or acquire shares) that may from time to time be issued (whether or not presently authorized), including treasury shares, in the ratio that the number of shares held by a shareholders at the time of issue bears to the total number of shares issued and outstanding exclusive of treasury shares.

(b) The preemptive right of a shareholder shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within 30 days (or such longer time as shall be set by the board of directors) of receipt of notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting shareholders to exercise their preemptive rights.

(c) To fully preserve preemptive rights shares shall not be issued:

- (1) For consideration other than cash;
- (2) To directors, officers or employees, pursuant to a bonus, deferred compensation or other plan; or
- (3) In payment of a debt of corporation,

Without unanimous consent in writing of all shareholders.

9. Transfer Restrictions.

The corporation shall recognize written restrictions on the transfer or registration of transfer of shares of corporation, which are adopted by any number of shareholders or among such shareholders and corporation, or which may be contained in by-laws of corporation, provided that such restrictions are:

(a) Permitted or authorized and not forbidden by Idaho Code §30-1-23A or other applicable law;

(b) Contained in a writing submitted to and filed with corporation; and

(c) Noted conspicuously on the certificates representing such shares (or the intended transferee had actual knowledge of the restrictions).

No transfer shall be valid nor shall it be recognized by corporation unless accomplished in compliance with all such valid restrictions.

10. Cumulative Voting; Vacancies on Board; Removal of Directors; Number of Directors.

(a) The right of cumulative voting for directors as defined in Idaho Code §30-1-33(d) shall not be modified or

restricted except by an amendment to these articles approved unanimously by shareholders holding all outstanding shares of corporation.

(b) Vacancies on the board of directors shall be filled at a special shareholders meeting at which all positions on the board shall be deemed vacant and shall be filled by an election at which cumulative voting shall be allowed.

(c) No director may be removed from the board except by a vote of shareholders as provided in Idaho Code §30-1-39. A director may not be removed if votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire board of directors, unless the director is determined to have been or is in violation of fiduciary duties to the corporation of a serious nature so as to involve:

(i) Breach of duty of loyalty to the corporation or its shareholder;

(ii) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(iii) Violations of duties under Idaho Code §30-1-48; or

(iv) Any transaction from which the director derived an improper personal benefit,

In any of which events removal may be by a simple majority vote of shareholders.

(d) There are three directors of the corporation and the number of directors may not be changed without unanimous approval of shareholders holding all of the outstanding stock of the corporation and without unanimous approval of the board of directors.

11. Restriction on Personal Liability.

No director shall be personally liable to the corporation or its shareholders for monetary damages, for breach of fiduciary duty as a director, except for breaches of duty for which liability may not be eliminated or limited under Idaho Code §30-1-54(2).

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 80,000; and the number of shares entitled to vote thereon was 80,000.

FOURTH: The number of shares voted for such amendment was 80,000; and the number of shares voted against such amendment was 0.

Executed by all shareholders this 29th day of October, 1991.

"Shareholders"

Sherwood J. Ricks
Sherwood J. Ricks

Kent Archibald
Kent Archibald

Gary Archibald
Gary Archibald

J. Philip Ricks
J. Philip Ricks

Lyle J. Robison
Lyle J. Robison

Allen J. Murphy
Allen J. Murphy

Trent Siddoway
Trent Siddoway

STATE OF IDAHO,)
 ss.
County of Madison.)

On this 24th day of October, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared SHERWOOD J. RICKS, KENT ARCHIBALD, GARY ARCHIBALD, J. PHILIP RICKS, LYLE J. ROBISON, ALLEN J. MURPHY, and TRENT SIDDOWAY, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Jerry R. High
Notary Public for Idaho
Residing at Rexburg, Idaho
My Commission Expires: 11-09-93


STATE OF IDAHO)
) SS
County of Madison)

KENT ARCHIBALD, being duly sworn, states as follows:

That he is a director and shareholder of S P Investments, Inc. in the foregoing Articles of Amendment; that he has read the Articles and the facts therein stated are true to the best of his knowledge.


Kent Archibald

SUBSCRIBED AND SWORN to before me this 6th day of November, 1991.


Notary Public for
Residing at: Rexburg, Idaho
My Commission Expires: 4-11-97