

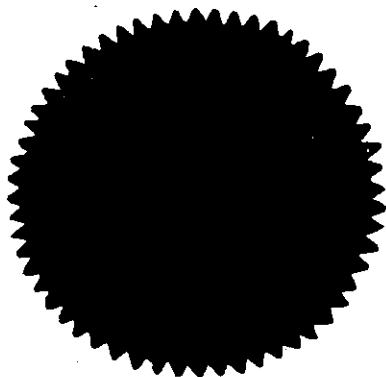
State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "McDONALD'S CORPORATION", as received
and filed in this office the eighteenth day of May, A.D. 1967, at 10
o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this eighteenth day
of May in the year of our Lord
one thousand nine hundred and sixty-seven.



Elisha C. Dukes

Secretary of State

A. L. Glavin

Asst. Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

McDONALD'S CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of McDonald's Corporation, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing that said amendment be presented to the stockholders of said corporation for their consideration at the annual stockholders meeting. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that there be submitted to the stockholders at the annual meeting of stockholders on April 25, 1967, a proposal that subparagraph (a) of paragraph NINTH of the Certificate of incorporation of this corporation be amended by deleting the parenthetical phrase "(subject to the power of stockholders of the corporation to amend, alter or repeal any by-laws made by the Board of Directors)" so that subparagraph (a) of paragraph NINTH as amended would read and provide as follows:

"NINTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware the Board of Directors is expressly authorized and empowered:

(a) In the manner provided in the by-laws of the corporation to make, alter, amend and repeal the by-laws of the corporation in any respect not inconsistent with the laws of the State of Delaware or with the Certificate of Incorporation of the Corporation."

SECOND: That thereafter, pursuant to resolutions of its Board of Directors, an annual meeting of the stockholders of said corporation was duly called and held, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That said amendment does not effect any change in the issued shares of said corporation.

IN WITNESS WHEREOF, said McDonald's Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by NORMAN D. AXELRAD, its Vice President and JUNE MARTINO its Secretary this 5th day of May, 1967.

McDONALD'S CORPORATION

By: Norman D. Axelrad
Vice President

By: June Martino
Secretary

McDONALD'S CORPORATION
CORPORATE SEAL
DELAWARE

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

BE IT REMEMBERED that on this day of May,
A.D., 1967 personally came before me a Notary Public in and for the
County and State aforesaid, Norman D. Axelrad, Vice President of
McDonald's Corporation, a corporation of the State of Delaware, the
corporation described in and which executed the foregoing certificate,
known to be personally to be such, and he, the said Norman D. Axelrad,
as such Vice President, duly executed said certificate before me and
acknowledged the said certificate to be his act and deed and the act and
deed of said corporation; that the signatures of the said Vice President and
of the Secretary of said corporation to said foregoing certificate are in
the handwriting of the said Vice President and Secretary of said corpor-
ation respectively, and that the seal affixed to said certificate is the common
or corporate seal of said corporation.

IN WITNESS WHEREOF I have hereunto set my hand and seal of
office the day and year aforesaid.

Donald A. Straub

Notary Public

MY COMM. EXPIRES JAN. 17, 1970

EXXXI)

**DONALD A. STRAUB
NOTARY PUBLIC
COOK COUNTY, ILL.**