



Department of State.

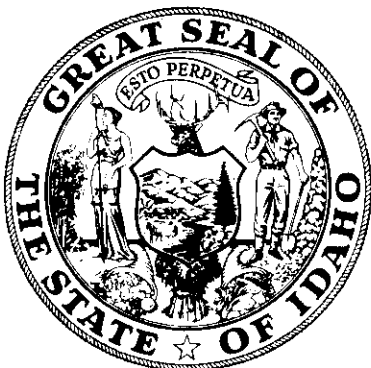
**AMENDED CERTIFICATE OF AUTHORITY
OF**

F. R. I. C. BUSINESS FACILITIES CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of F. R. I. C. BUSINESS FACILITIES CORPORATION for an Amended Certificate of Authority to transact business in this State, 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 Amended Certificate of Authority to MCDONALD'S BUSINESS FACILITIES CORPORATION, INC. to transact business in this State under the name MCDONALD'S BUSINESS FACILITIES CORPORATION, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated March 19, 19 80.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on December 13, 1979 STATE

19 79, authorizing it to transact business in the State of Idaho under the name of _____

F. R. I. C. BUSINESS FACILITIES CORPORATION, INC.

2. Its corporate name has been changed to McDonald's Business Facilities

Corporation, Inc.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is McDonald's Business Facilities

Corporation, Inc.

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No Change

(Note: If no additional purposes are proposed, insert "No change.")

Dated February 7, 19 80

By _____

Donald P. Horvitz

Its Vice President

And _____

Burton B. Cohen

Its Assistant Secretary

STATE OF ILLINOIS

COUNTY OF DeKalb

I, _____

James A. Petrucci

a notary public, do hereby certify that on this

7th

day of

February

19 80

personally appeared

(continued on reverse)

before me Donald P. Horwitz, who being by me first duly sworn,
declared that he is the Vice-President of F. R. I. C. BUSINESS
FACILITIES CORPORATION, INC.

that he signed the foregoing document as Vice-President of the corporation and
that the statements therein contained are true.

June A. Petrick
Notary Public

My Commission Expires Sept. 14, 1983

AGREEMENT OF MERGER

100 MAR 10 AM 9 47

Agreement of Merger made this 14th day of December, 1979,
pursuant to Section 252 of the General Corporation Law of the State
of Delaware, and Section 23-1-5-2 of the Indiana General Corporation
Act, by and between F. R. I. C. Business Facilities Corporation, Inc.,
a Delaware corporation, hereinafter called the "Surviving Corporation"
and F.R.C. Business Facilities, Inc., an Indiana corporation, and
McDonald's Business Facilities Corporation, Inc., a Delaware cor-
poration, hereinafter called "Merging Corporations".

WHEREAS, the respective Boards of Directors of the foregoing
named corporations deem it advisable that the corporations merge
into a single corporation as hereinafter specified;
and

WHEREAS, F. R. I. C. Business Facilities Corporation, Inc., by its
Certificate of Incorporation which was filed in the Office of Secre-
tary of State of Delaware on July 14, 1971, and recorded in the
Office of the Recorder of Deeds for the County of New Castle, on
September 9, 1971, has an authorized capital stock consisting of
5,000 shares of common stock, without par value, of which capital
stock 527.175 shares are now issued and outstanding;
and

WHEREAS, F.R.C. Business Facilities, Inc., by its Certificate
of Incorporation which was filed in the Office of the Secretary of
State of Indiana on December 29, 1972, has an authorized capital
stock consisting of 100 shares of common stock, without par value,
of which capital stock 100 shares are now issued and outstanding;
and

WHEREAS, McDonald's Business Facilities Corporation, Inc., by its Certificate of Incorporation which was filed in the Office of the Secretary of State of Delaware on July 14, 1971 and recorded in the Office of the Recorder of Deeds for the County of New Castle on September 9, 1971, has an authorized capital stock consisting of 5,000 shares of common stock, without par value, of which capital stock 215.429 shares are now issued and outstanding; and

WHEREAS, the Registered Office of F. R. I. C. Business Facilities Corporation, Inc. in the State of Delaware is located in the City of Wilmington, County of New Castle, State of Delaware and the name and address of its Registered Agent is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware; and

WHEREAS, the Registered Office of F.R.C. Business Facilities, Inc. in the State of Indiana is located in the City of Indianapolis, County of Marion, State of Indiana and the name and address of its Registered Agent is CT Corporation System, 1011 Merchant Bank Building, Indianapolis, Indiana; and

WHEREAS, the Registered Office of McDonald's Business Facilities Corporation, Inc. in the State of Delaware is located in the City of Wilmington, County of New Castle, State of Delaware and the name and address of its Registered Agent is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware;

NOW, THEREFORE, the corporations, parties to this agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: The Merging Corporations shall merge into the Surviving Corporation and upon the effective date of such merger, as hereinafter specified, the Merging Corporations shall cease to exist and shall no longer exercise their powers, privileges and franchises subject to the laws of the States of their incorporation.

SECOND: Upon the effective date of the merger, the authorized capital stock of the Surviving Corporation consisting of 5,000 shares of common stock without par value is hereby reduced to 100 shares of common stock without par value and Article 4 of the Certificate of Incorporation of the Surviving Corporation is hereby amended to read as follows: "4. The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares of common stock, all of such shares shall be without par value."

On the effective date of the merger, every 5.27175 shares of common stock of the Surviving Corporation issued and outstanding on such date, and all rights in respect thereof shall be converted into one share of common stock of the Surviving Corporation.

As soon as practicable after the effective date of the merger, the sole holder of all outstanding certificates theretofore representing shares of common stock of the Surviving Corporation shall surrender the same to the Surviving Corporation and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing 100 shares of common stock without par value of the Surviving Corporation in order to reflect the aforementioned conversion.

THIRD: The name of the Surviving Corporation shall be changed to McDonald's Business Facilities Corporation, Inc. and the Certificate of

Incorporation and By-laws of the Surviving Corporation shall be amended to reflect such change. Article 1. of the Certificate of Incorporation of the Surviving Corporation is hereby amended to read as follows:

"1. The name of the corporation is McDonald's Business Facilities Corporation, Inc."

FOURTH: The State of incorporation of the Surviving Corporation is and will remain the State of Delaware. The Certificate of Incorporation of the Surviving Corporation, as heretofore amended and as in effect on the date of the merger hereinabove specified, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

FIFTH: The shares of the Merging Corporations shall not be converted into shares of the Surviving Corporation, but shall be cancelled.

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

(a) The by-laws of the Surviving Corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on January 1, 1980 at 12:01 a.m.

(d) The Surviving Corporation shall succeed without further act or deed, to all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporations, and shall assume and be liable for all of the debts and liabilities, if any, of the Merging Corporations.

The Merging Corporations and the Surviving Corporation shall take, or cause to be taken, all action, or do or cause to be done, all things necessary, proper or advisable under the laws of the State of Delaware, and the laws of the State of Indiana, to consummate and make effective the merger. This Agreement has been duly authorized by the respective Boards of Directors of the Surviving Corporation and the Merging Corporations in accordance with the laws of the States of Delaware and Indiana.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors have caused these presents to be executed by the Vice President and attested by the Assistant Secretary of each party hereto.

F. R. I. C. BUSINESS FACILITIES
CORPORATION, INC.

By [Signature]
Vice President

ATTEST:

[Signature]
Assistant Secretary

CORPORATE SEAL

F.R.C. BUSINESS FACILITIES, INC.

By [Signature]
Vice President

ATTEST:

[Signature]
Assistant Secretary

CORPORATE SEAL

MCDONALD'S BUSINESS FACILITIES
CORPORATION, INC.

By [Signature]
Vice President

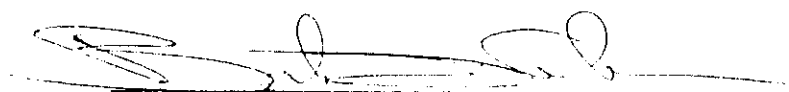
ATTEST:

[Signature]
Assistant Secretary

CORPORATE SEAL

I, Burton D. Cohen, Assistant Secretary of F. R. I. C. Business Facilities Corporation, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by the Vice President and attested by the Assistant Secretary, F. R. I. C. Business Facilities Corporation, Inc., a corporation of the State of Delaware, was duly submitted to the stockholders of F. R. I. C. Business Facilities Corporation, Inc., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that 527.175 shares of stock of said corporation were on the said date issued and outstanding and that the holders of 527.175 shares voted by ballot in favor of said Agreement of Merger and the holders of no shares voted by ballot against same, the said affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of F. R. I. C. Business Facilities Corporation, Inc., and the duly adopted agreement of the said Corporation.

WITNESS my hand and seal of F. R. I. C. Business Facilities Corporation, Inc., on this 14th day of December, 1979.


Assistant Secretary

CORPORATE SEAL

THE ABOVE AGREEMENT OF MERGER, having been executed by the Vice President and attested by the Assistant Secretary of each Delaware corporate party thereto, and having been adopted by resolution of the Board of Directors of the Indiana corporate party thereto, in accordance with the Indiana General Corporation Act, and having been adopted separately by the stockholders of each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the Indiana General Corporation Act, and that the fact having been certified on said Agreement of Merger by the Assistant Secretary of each Delaware corporate party thereto, the Vice President and Assistant Secretary of each corporate party thereto do now hereby execute the said Agreement of Merger under the corporate seals of their respective corporations, by the authority of the Directors and stockholders thereof, as the respective act, deed and agreement of each of said corporation, on the 14th day of December, 1979.

F. R. I. C. BUSINESS FACILITIES
CORPORATION, INC.

By [Signature]
Vice President

ATTEST:

[Signature]
Assistant Secretary

CORPORATE SEAL

MCDONALD'S BUSINESS FACILITIES
CORPORATION, INC.

By [Signature]
Vice President

ATTEST:

[Signature]
Assistant Secretary

CORPORATE SEAL

F.R.C. BUSINESS FACILITIES, INC.

By [Signature]
Vice President

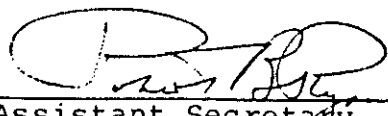
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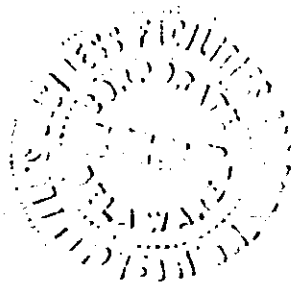
[Signature]
Assistant Secretary

CORPORATE SEAL

I, Robert B. Ryan, Assistant Secretary of **McDONALD'S BUSINESS FACILITIES CORPORATION, INC.**, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by the Vice President and attested by the Assistant Secretary, **McDONALD'S BUSINESS FACILITIES CORPORATION, INC.**, a corporation of the State of Delaware, was duly submitted to the stockholders of **McDONALD'S BUSINESS FACILITIES CORPORATION, INC.**, at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that 215.429 shares of stock of said corporation were on the said date issued and outstanding and that the holders of 215.429 shares voted by ballot in favor of said Agreement of Merger and the holders of no shares voted by ballot against same, the said affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of **McDONALD'S BUSINESS FACILITIES CORPORATION, INC.**, and the duly adopted agreement of the said Corporation.

WITNESS my hand and seal of **McDONALD'S BUSINESS FACILITIES CORPORATION, INC.**, on this 26th day of December, 1979.


Assistant Secretary *72*





State of DELAWARE

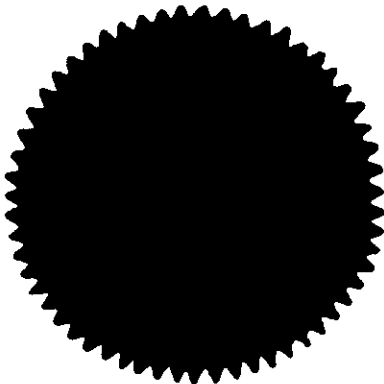


Office of SECRETARY OF STATE

I, Glenn C. Kenton 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 Agreement of Merger of the "F.R.C. Business Facilities, Inc.", a
 corporation organized and existing under the laws of the State of Indiana and
 "McDONALD'S BUSINESS FACILITIES CORPORATION, INC.", a corporation organized and
 existing under the laws of the State of Delaware, merging with and into "F. R. I. C.
 BUSINESS FACILITIES CORPORATION, INC.", a corporation organized and existing under
 the laws of the State of Delaware, under the name of "McDonald's Business Facilities
 Corporation, Inc.", as received and filed in this office the twenty-eighth day of
 December, A.D. 1979, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be
 governed by the laws of the State of Delaware.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-ninth *day*
of January *in the year of our Lord*
one thousand nine hundred and eighty.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State