

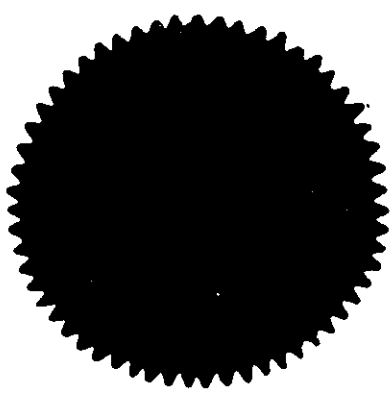


# State of DELAWARE

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 Ownership of the "McDONALD'S CORPORATION", a corporation organized and  
existing under the laws of the State of Delaware, merging "McDONALD'S SYSTEM, INC.",  
a corporation organized and existing under the laws of the State of Illinois, pursuant  
to Section 253 of the General Corporation Law of the State of Delaware, as received  
and filed in this office the twenty-ninth day of December, A.D. 1978, at 10 o'clock  
A.M.

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



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

*OTM [Signature]*

Assistant Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MCDONALD'S SYSTEM, INC.

INTO

MCDONALD'S CORPORATION

MCDONALD'S CORPORATION, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 21st day of December, 1964, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of MCDONALD'S SYSTEM, INC., a corporation incorporated on the 2nd day of March, 1955, pursuant to The Business Corporation Act of the State of Illinois.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on October 13, 1978, filed with the minutes of the board, determined to and did merge into itself said MCDONALD'S SYSTEM, INC.:

WHEREAS, this Corporation owns all the stock of ... McDonald's System, Inc., an Illinois corporation, ... all corporations engaged in businesses similar and/or incidental to that of this Corporation; and

WHEREAS, it is deemed advisable that this Corporation merge with said aforementioned corporations in order that all the estate, property, rights, privileges, and franchises of said aforementioned corporations shall vest in and be possessed by this Corporation.

THEREFORE, BE IT RESOLVED, That this Board of Directors hereby recommends, approves, and adopts the proposed Agreement of Merger between this Corporation and ... McDonald's System, Inc., an Illinois corporation, ... substantially in the form presented to the meeting with such changes therein as the officer or officers of this Corporation executing said Agreement deem necessary and proper and that the President or any Vice President and the Secretary or any Assistant Secretary of this Corporation are hereby authorized in the name and on behalf of this Corporation and under its seal, to execute said Agreement and to cause the same to be filed in the Office of the Secretary of State of Delaware and to be recorded in the Office of the Recorder of the County of New Castle, Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose of these resolutions.

RESOLVED FURTHER, That Richard J. Boylan, Senior Executive Vice President and Chief Financial Officer, together with Donald P. Horwitz, Executive Vice President and General Counsel, shall have discretion to determine for McDonald's Corporation the effective date of each and every merger authorized under these resolutions but in no event shall any merger become effective prior to December 30, 1978.

IN WITNESS WHEREOF, said McDONALD'S CORPORATION has caused this certificate to be signed by Donald P. Horwitz, its Executive Vice President and attested by Burton D. Cohen, its Assistant Secretary, this 10th day of December, 1978.

McDONALD'S CORPORATION

By Donald P. Horwitz  
Executive Vice President

ATTEST:

By Burton D. Cohen  
Assistant Secretary