

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, **FRANK M. JORDAN**,
*Secretary of State, have hereunto caused the Great
Seal of the State of California to be
affixed and my name subscribed, at
the City of Sacramento, in the State
of California,*
this _____

SEP 26 1967

Frank M. Jordan
Secretary of State

By *H. P. Allen*
Assistant Secretary of State



330115 (4)

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FILED
In the office of the Secretary of State
of the State of California

SEP 26 1967
FRANK M. JOHNSON, Secretary of State
By [Signature] Deputy

1. Harold E. Plummer and N. Richard Smith certify as follows:

They are President and Secretary, respectively, of
SHAKEY'S INCORPORATED, a California corporation.

2. At a meeting of the Board of Directors of said corpora-
tion, duly held at 887 Mitten Road, Burlingame, California, on September
7, 1967, the following resolution was adopted:

"RESOLVED, that Article V of the Articles of Incor-
poration be and the same hereby is amended to read as follows:

'V

'The authorized capital of the corporation shall
be 100,000 shares of common stock. The aggregate par value
of said shares shall be \$100,000 and the par value of each
share shall be \$1.00. No distinction shall exist between
the shares of the corporation nor the holders thereof.
Upon the amendment of this Article to read as hereinabove
set forth, each outstanding share of Class A Common shares
having a par value of \$1.00 each is reconstituted as common
stock having a par value of \$1.00.'

3. The number of shares which have consented in writing to
the adoption of said amendment is 94,166, and the form of written consent
is attached hereto as Exhibit A and incorporated by reference herein.

4. The total number of shares entitled to vote on or consent
to said amendment is 94,166.

5. This amendment which removes the authority of the corpora-
tion to issue certain shares of stock of the corporation affects only
the 94,166 shares of Class A Common Stock, which shares are expressly
provided for in the above stated resolution, as said 94,166 shares are
the only shares of stock of the corporation issued and outstanding.

[Signature]
President
[Signature]
Secretary

Each of the undersigned declares under penalty of perjury that
the matters set forth in the foregoing Certificate are true and correct.

Executed at Burlingame, California, on September 7, 1967.

[Signature]
Harold E. Plummer
[Signature]
N. Richard Smith

EXHIBIT A

WRITTEN CONSENT OF SHAREHOLDERS OF SHAKEY'S INCORPORATED, A
CALIFORNIA CORPORATION, TO AMENDMENT OF ARTICLES OF INCORPORATION


WHEREAS, the Board of Directors of SHAKEY'S INCORPORATED, a California corporation, has duly proposed and resolved that the Articles of Incorporation of said corporation be amended to change Article V as hereafter set forth;

The undersigned shareholders of SHAKEY'S INCORPORATED, a California corporation, hereby consent that Article V of the Articles of Incorporation of said corporation be amended to read in full as follows:

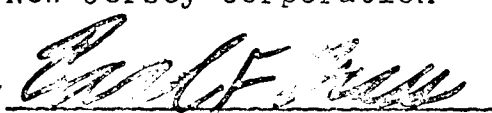
"V

"The authorized capital of the corporation shall be 100,000 shares of common stock. The aggregate par value of said shares shall be \$100,000 and the par value of each share shall be \$1.00. No distinction shall exist between the shares of the corporation nor the holders thereof. Upon the amendment of this Article to read as hereinabove set forth, each outstanding share of Class A Common shares having a par value of \$1.00 each is reconstituted as common stock having a par value of \$1.00."

Executed by the undersigned on the date set forth below.

<u>Signature and Name</u>	<u>Date of Execution</u>	<u>Number of Shares Held</u>
 Harold E. Plummer	September <u>21</u> , 1967	47,083

The Great Western Sugar Company,
a New Jersey corporation

By  Earl F. Cross, its President	September 18, 1967	47,083
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