



Department of State.

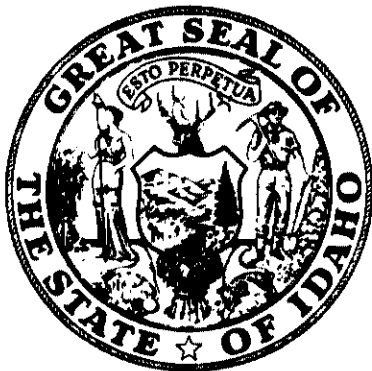
**CERTIFICATE OF REGISTRATION
OF**

~~MCDONALD'S OF HAWAII DEVELOPMENT COMPANY, A HAWAII LIMITED PARTNERSHIP~~

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ~~MCDONALD'S OF HAWAII DEVELOPMENT COMPANY,~~
~~A HAWAII LIMITED PARTNERSHIP~~ for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership 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 Registration to ~~MCDONALD'S OF HAWAII DEVELOPMENT COMPANY, A HAWAII LIMITED PARTNERSHIP~~ to transact business in this State under the name ~~MCDONALD'S OF HAWAII DEVELOPMENT COMPANY,~~
~~A HAWAII LIMITED PARTNERSHIP~~ and attach hereto a duplicate original of the Application for Registration.

Dated September 6, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

AUG 27 9 03 AM '91
SECRETARY OF STATE

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is McDonald's of Hawaii Development Company

2. The name which it shall use in Idaho is McDonald's of Hawaii Development Company,
a Hawaii Limited Partnership
(Must include, without abbreviation, the words "Limited Partnership.")

3. It is organized under the laws of Hawaii

4. The date of its formation is October 14, 1970 3/16/72

5. The address of its registered or principal office in the state or country under the laws of which it is organized is 711 Kapiolani Boulevard, Suite 1422, Honolulu, HI 96815

6. The name and street address of its proposed registered agent in Idaho are The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, ID 83702-5858

7. The general character of the business it proposes to transact in Idaho is:
To acquire and develop real estate interests for the operation of McDonald's Restaurants, and to lease or sublet such developed sites to McDonald's Corporation or to subsidiaries or to affiliates of McDonald's Corporation and to acquire and develop real estate for other purposes.

8. The name and business address of each general partner and of each limited partner whose contribution is equal to or greater than five percent (5%) of the total contribution of all partners:

Name	General or Limited	Address
<u>McDonald's Corporation</u>	<u>General</u>	<u>One McDonald's Plaza, Oak Brook, IL 60521</u>
<u>Maurice J. Sullivan,</u> <u>as Trustee of the</u> <u>Maurice J. Sullivan</u> <u>Revocable Trust dated</u> <u>December 28, 1981</u>	<u>General</u>	<u>3536 Harding Avenue, Honolulu, HI 96816</u>

SEE ALSO ATTACHED LIST OF LIMITED PARTNERS)

(continued on reverse)

8. (Continued)

Name	General or Limited	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the state or country under the laws of which it is organized.

Dated August, 19 91.

McDonald's of Hawaii Development Company

By *Seymour Greenman*
McDonald's Corporation,

A General Partner

By: Seymour Greenman, Vice President and Assistant Secretary

STATE OF Illinois)

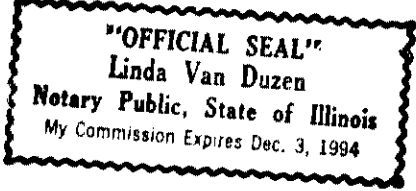
COUNTY OF DuPage)

ss:

I, Linda Van Duzen, a notary public, do hereby certify that on this 26 day of August, 19 91, personally appeared before me Seymour Greenman, who being by me first duly sworn,

Vice President and Assistant Secretary of McDonald's Corporation, declared that ~~he~~ ^{she} is a general partner of McDonald's of Hawaii Development Company

that ~~he~~ ^{she} signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.



Linda Van Duzen

LIMITED PARTNERS

NAME

ADDRESS

J MJS Holdings, Limited

3536 Harding Ave., Honolulu, Hawaii
96822

J JLS Holdings, Limited

3536 Harding Ave., Honolulu, Hawaii
96822

Maurice J. Sullivan

Joanna L. Sullivan

Hideo Noyama

Trustees under Trust Agreement
dated September 3, 1975 for the
benefit of Kathleen Sullivan
3536 Harding Avenue, Honolulu, Hawaii
96822

Maurice J. Sullivan

Joanna L. Sullivan

Hideo Noyama

Trustees under Trust Agreement
dated March 16, 1977 for the
benefit of Maureen Sullivan
3536 Harding Ave., Honolulu, Hawaii
96822

Maurice J. Sullivan

Joanna L. Sullivan

Hideo Noyama

Trustees under Trust Agreement
dated November 27, 1979, for
the benefit of Colleen Sullivan
3536 Harding Ave., Honolulu, Hawaii
96822

Maurice J. Sullivan

Joanna L. Sullivan

Hideo Noyama

Trustees under Trust Agreement
dated May 23, 1981, for the benefit
of Patrick Sullivan
3536 Harding Ave., Honolulu, Hawaii
96822

The Limited Adventitious Corporation

McDonald's Plaza, One McDonald's
Plaza, Oak Brook, IL 60521

State of Hawaii
Department of Commerce and Consumer Affairs
Honolulu

SEP 6 9 20 AM '91
SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING

I, the undersigned Director of Commerce and Consumer Affairs of the State of Hawaii, hereby certify that the Certificate of Limited Partnership of

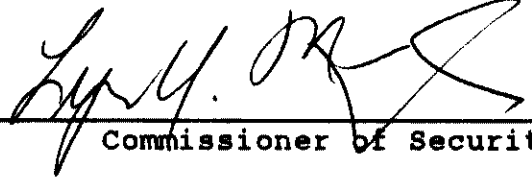
MCDONALD'S OF HAWAII DEVELOPMENT COMPANY

was filed in this Department on 03/16/1972, in accordance with the requirements of Chapter 425D of the Hawaii Revised Statutes and that the said partnership is in good standing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Department of Commerce and Consumer Affairs, at Honolulu, Hawaii.

Dated: 08/30/1991


Director of Commerce and Consumer Affairs

By 
Commissioner of Securities