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ARTICLES OF AMENDMENT
TO THE
CHARTER
OF

AUG 19 1992

SHONEY'S SOUTH, INC.

CERTIFIED COPY

Bryon Milligan
SECRETARY OF STATE

Pursuant to Section 48-20-106 of the Tennessee Business Corporation Act of the State of Tennessee, the undersigned corporation adopts the following articles of amendment to its charter.

1. The name of the corporation is SHONEY'S SOUTH, INC., a Tennessee corporation (the "Corporation").

2. The text of the amendments adopted are as follows:

"FIRST: Article FIRST of the Charter of the Corporation is hereby amended to read in its entirety as set forth below:"

FIRST, The name of the Corporation is TPI Restaurants, Inc. (hereinafter the "Corporation").

SECOND: Article SECOND of the Charter of the Corporation is hereby amended to read in its entirety as set forth below:

"SECOND: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, each having a par value of one penny (\$.01), and 10,000 shares of Preferred Stock, each having a par value of one penny (\$.01).

Inst # 1992-19780

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The Board of Directors is expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series and as may be permitted by the Tennessee Business Corporation Act of the State of Tennessee, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions."

3. The corporation is a for-profit corporation.

4. The amendment was duly adopted as of September 15, 1988 by the Board of Directors with shareholder approval in accordance with the provisions of Sections 48-20-103 of

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the Tennessee Business Corporation Act of the State of Tennessee.
SECRETARY OF STATE

5. In accordance with Section 48-27-101 of the Tennessee Business Corporation Act, (a) the complete address of the corporation's initial registered office in Tennessee is 530 Gay Street, Knoxville, Tennessee 37902, County of Knox. The name of the initial registered agent, to be located at the address listed in 3(a), is C T CORPORATION SYSTEM.

(b) The principal office of the corporation is 885 Third Avenue, New York, New York 10022.

IN WITNESS WHEREOF, Shoney's South, Inc. has caused this Articles of Amendment to be executed in its corporate name this 15th day of September, 1988.

SHONEY'S SOUTH, INC.

Date: September 15, 1988

By: James H. Prentiss
Name: James H. Prentiss
Title: President

ATTEST:

By: Dennis A. Reese
Name: Dennis A. Reese
Title: Treasurer & CFO

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