


SECOND ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
ELI'S, INC.


20061114000556540 1/3 \$15.00
Shelby Cnty Judge of Probate, AL
11/14/2006 10:37:06AM FILED/CERT

Pursuant to the provisions of Section 10-2B-10.06 of the Alabama Business Corporation Act, the undersigned, Eli's, Inc., a corporation organized and existing under the laws of the State of Alabama (the "Corporation"), does hereby adopt the following Second Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE I

The name of the Corporation is "Eli's, Inc."

ARTICLE II

(a) Article Three of the Articles of Incorporation, as previously amended, is hereby amended by inserting directly after the phrase "The objects and purposes for which this corporation is formed are": the following business object and purpose:

" To carry on a general investment and management consultant and advisory business relating to investments and the operation of fast food restaurants. To maintain executive and operating personnel for the purpose of consulting with and advising others in all matters relating to investments and the management and operation of fast food restaurants. To furnish business investment and management plans and programs, to formulate policies, and generally to advise and assist others, under contract or otherwise, in the management of their fast food businesses. To buy and sell projects and developments on its own behalf and on behalf of others in connection with the operation, management, and development of fast food businesses. To conduct research and to investigate fast food restaurants throughout the world in order to secure information and data for capital investment, both for its own account and as agent for others. To engage in capital ventures and business enterprises involving fast food restaurants of every kind and description, whether as a promoter, partner, member, or associate, or as a manager of other such enterprises.



To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of fast food restaurants. To manage and to provide management for and supervise all or part of fast food restaurants, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of fast food restaurants. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the corporation by all lawful means.”

(c) Except as hereinabove amended, the Articles of Incorporation of the Corporation, as previously amended, shall remain in full force and effect.

ARTICLE III

The foregoing amendments do not provide for an exchange, reclassification or cancellation of issued shares of the Corporation.

ARTICLE IV

The foregoing amendments were recommended by the Board of Directors of the Corporation to the holders of the Common Stock, par value \$1.00 per share, of the Corporation pursuant to an Action by Unanimous Written Consent in Lieu of Special Meeting of the Board of Directors of the Corporation, dated as of August 31, 2006, and adopted by said holders pursuant to an Action by Unanimous Written Consent in Lieu of Special Meeting of the Holders of the Common Stock of the Corporation, dated as of August 31, 2006 (the “Shareholders’ Consent”).

ARTICLE V

The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the foregoing amendments, the number of votes of each voting group indisputably represented by the Shareholders’ Consent and the total number

of votes cast for and against the foregoing amendments by each voting group entitled to vote separately thereon are as follows:

<u>Designation</u>	<u>Number of Outstanding Shares</u>	<u>Number of Votes Entitled To Be Cast</u>	<u>Number of Votes Represented</u>	<u>Number of Votes Cast</u>	
				<u>For</u>	<u>Against</u>
Common Stock, par value \$1 per share	1,000	1,000	1,000	1,000	-0-

IN WITNESS WHEREOF, the undersigned has executed these Second Articles of Amendment to the Articles of Incorporation of the Corporation as of the 31st day of August, 2006.

ELI'S, INC.

By: Eli T. Stevens
Eli T. Stevens
Its President

This instrument prepared by:

Leonard Wertheimer, III, Esquire
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