

STATE OF ALABAMA)
SHELBY COUNTY)

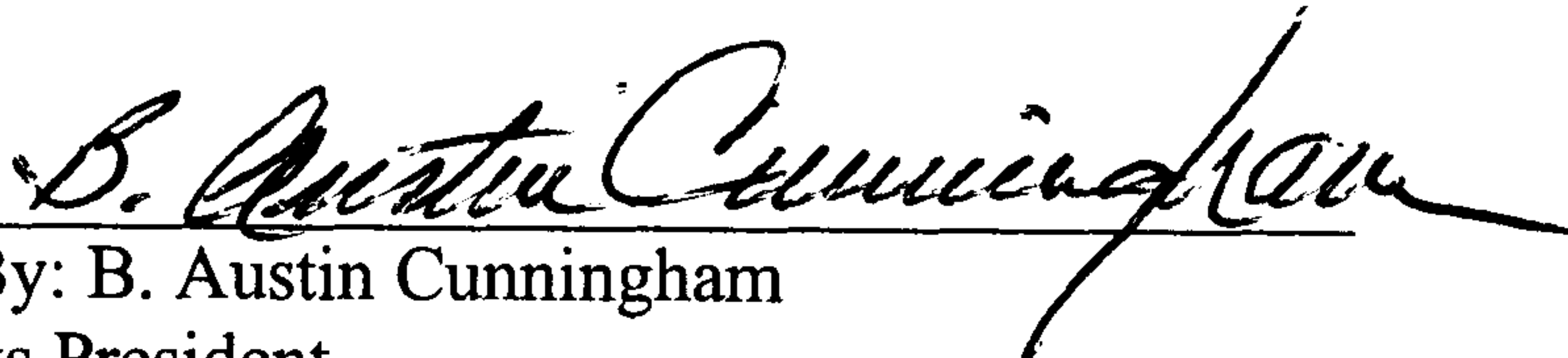
**AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
ADQ MARKETING FUND, LLC**

Pursuant to the Code of Alabama, Section 10-12-11, the undersigned member of **ADQ MARKETING FUND, LLC**, a limited liability company organized and existing under the laws of the State of Alabama, hereby submits the following:

1. The name of the limited liability company is ADQ Marketing Fund, LLC.
2. The Articles of Organization of the limited liability company were filed in the office of the Judge of Probate of Shelby County, Alabama, on August 13, 2003.
3. The Articles of Organization are hereby amended by deleting Article 1 in its entirety and substituting in lieu thereof the following:
 1. The name of the limited liability company is TBC Marketing Fund, LLC and any and all references to ADQ Marketing Fund, LLC shall hereafter be deemed to refer to TBC Marketing Fund, LLC

IN WITNESS WHEREOF, the undersigned has executed this Amendment to Articles of Organization on this 9th day of August, 2006.

TBC FRANCHISE COMPANY, INC.
formerly known as Alabama Dairy Queen, Inc.


By: B. Austin Cunningham
Its President

(MEMBER)

This instrument was prepared by:
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