

State of Georgia  
County of Fulton

**AFFIDAVIT**

BK. 80 PG. 311  
HAROLD M. COHEN S. CH. CLK.

Before me, a notary public for the State of Georgia came ASSISTANT SECRETARY of

AFC Enterprises, Inc., a Minnesota corporation, and having been duly sworn, hereby states, under oath that:

1. Church's Fried Chicken, Inc. was merged with Biscuit Investments, Inc. and changed its name to Al Copeland Enterprises, Inc. as evidenced by the certificate attached.
2. Al Copeland Enterprises, Inc. was merged with and changed its name to America's Favorite Chicken Company as evidenced by the certificate attached.
3. America's Favorite Chicken Company changed its name to AFC Enterprises, Inc. by amendment filed 10/17/96 in the office of the Secretary of State of Minnesota, as evidenced by the certificate attached.

The Affiant says nothing further.

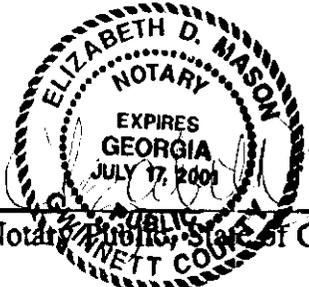
Witness, the hand of the undersigned individual of this day of 16 September, 1998.

[Signature]

State of Georgia  
County of Fulton

**HAROLD M. COHEN**  
ASSISTANT SECRETARY

The foregoing was sworn and subscribed before one Notary Public in and for the State of Georgia, by HAROLD M. COHEN, acting in his capacity as ASSISTANT SECRETARY, on September 16, 1998.



[Signature]  
Notary Public, State of Georgia

My commission expires on: 7/17/2001

Prepared by/Return to:  
Joseph M. Sparkman, Jr.,  
Attorney at Law  
Post Office Box 266  
Southaven, MS 38671  
601-348-6800



# The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

Articles of Merger for BISCUIT INVESTMENTS, INC., a Louisiana corporation, and CHURCH'S FRIED CHICKEN, INC., a Texas corporation, for which a Certificate of Merger was issued on September 21, 1989, and that according to the terms of the Merger the surviving corporation is CHURCH'S FRIED CHICKEN, INC., a Texas corporation, which changed its name to AL COPELAND ENTERPRISES, INC.



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this*

26th day of August, A.D. 19<sup>93</sup>

*John Hannah Jr* dh  
Secretary of State

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BOOK 80 PAGE 313

ARTICLES OF MERGER

FILED  
In the Office of the  
Secretary of State of Texas

OF

SEP 21 1989

BISCUIT INVESTMENTS, INC.  
(a Louisiana corporation)

Clerk IV-0  
Corporations Section

INTO

CHURCH'S FRIED CHICKEN, INC.,  
the name of which is to be changed to  
AL COPELAND ENTERPRISES, INC.  
(a Texas corporation)

Pursuant to the provisions of article 5.04 of the Texas Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation.

1. The Amended and Restated Agreement and Plan of Merger ("Plan") dated as of February 15, 1989 by and between Church's Fried Chicken, Inc., a Texas corporation ("Church's"), A. Copeland Enterprises, Inc., a Louisiana corporation ("ACE"), and Biscuit Investments, Inc., a Louisiana corporation ("Investments"), a copy of which is attached hereto as Exhibit A and which is incorporated herein by reference, was approved by the shareholders of each of the undersigned corporations on September 20, 1989, in the manners prescribed by, respectively, the Texas Business Corporation Act and the Louisiana Business Corporation Law.
2. As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on the Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to vote as a class Designation of Class</u>	<u>Number of Shares</u>
<u>Church's</u>	<u>35,977,166</u>	<u>common stock</u>	<u>35,977,166</u>
<u>Investments</u>	<u>500</u>	<u>common stock</u>	<u>500</u>

(ACE was merged with and into Investments on March 20, 1989.)

3. As to each corporation, the number of shares voted for and against the Plan are as follows:

NUMBER OF SHARES

<u>Name of Corporation</u>	<u>Total Voted for</u>	<u>Total Voted Against</u>	<u>Total Abstained</u>
<u>Church's</u>	<u>32,442,351</u>	<u>23,916</u>	<u>53,014</u>
<u>Investments</u>	<u>500</u>	<u>0</u>	<u>0</u>

4. The approval of the Plan by Investments was duly authorized by all action required by the laws of the State of Louisiana and by Investments' constituent documents.

5. Section 3.01 of the Plan provides for Amended and Restated Articles of Incorporation of the surviving corporation, a copy of which Articles is attached hereto as Exhibit B.

Dated September 21, 1989.

CHURCH'S FRIED CHICKEN, INC.,  
the name of which is to be changed  
to AL COPELAND ENTERPRISES, INC.

By: James A. Flynn  
James A. Flynn  
President

BISCUIT INVESTMENTS, INC.

By: James A. Flynn  
James A. Flynn  
President

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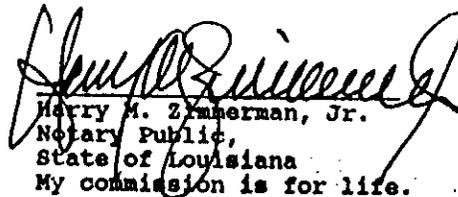
BOOK 80 PAGE 315

STATE OF LOUISIANA

PARISH OF JEFFERSON

Before me, a notary public, on this day personally appeared James A. Flynn, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 21st day of September, A.D., 1989.

  
Harry M. Zimmerman, Jr.  
Notary Public,  
State of Louisiana  
My commission is for life.

**SECRETARY OF STATE**

**CERTIFICATE OF MERGER**

I, Joan Anderson Grove, Secretary of State of Minnesota, keeper of the Great Seal of the State and custodian of the documents pertaining to businesses governed by the laws of this State, do hereby certify that: the entities listed below have merged under the provisions of Minnesota law and have designated the surviving entity listed below. I further certify that the merger documents were filed on and are effective on the dates listed below. I further certify that the ability of the non-surviving participating entities to do business ceased as of the effective date of the merger.

**PARTICIPATING ENTITIES:**

**AL COPELAND ENTERPRISES, INC. (TX)**

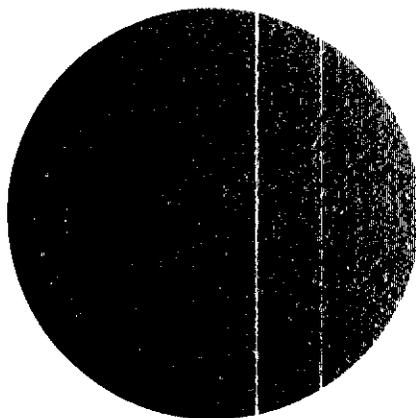
**AMERICA'S FAVORITE CHICKEN COMPANY (MN)**

**SURVIVING ENTITY: AMERICA'S FAVORITE CHICKEN COMPANY**

**FILING DATE: 11/05/1992**

**EFFECTIVE DATE: 11/05/1992**

This certificate has been issued on August 19, 1998



*Joan Anderson Grove*  
Secretary of State.

**SECRETARY OF STATE**

Certificate of Name Change

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that the corporation listed below filed an amendment of its articles of incorporation, or, in the case of a non-Minnesota corporation, a certificate of name change, changing its name with this office on the date listed below, and that the corporation has complied with the relevant laws of Minnesota with respect to that filing.

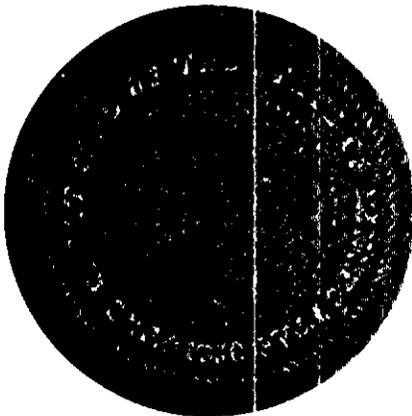
Old Name: America's Favorite Chicken Company

New Name: AFC Enterprises, Inc.

State of Incorporation: MN

Date Amendment filed: 10/07/1996

This certificate has been issued on 01/17/97.



*Joan Anderson Grove*  
Secretary of State.