



# F9600000000119

97 NOV 10 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 594194 4322291  
AUTHORIZATION : *Patricia Pizzuto*  
COST LIMIT : \$ 35.00

ORDER DATE : November 7, 1997

100002342491--3

ORDER TIME : 9:50 AM

ORDER NO. : 594194-010

CUSTOMER NO: 4322291

CUSTOMER: Tracy King, Legal Asst  
Powell Goldstein Frazer &  
16th Floor  
191 Peachtree St., N.e.  
Atlanta, GA 30303

*Name  
Change  
Amend*

FOREIGN FILINGS

NAME: MORRISON FRESH COOKING, INC.

XXXX PROFIT  
       NON-PROFIT

XXXXX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

Document Examiner	<i>POH</i>
Update	<i>POH</i>
Acknowledgment	<i>POH</i>
W.P. Verifier	<i>POH</i>

11/12/97

RECEIVED  
97 NOV 10 AM 11:05  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 10, 1997

CSC  
STEPHANIE STSCHERBAN  
TALLAHASSEE, FL

SUBJECT: MORRISON FRESH COOKING, INC.  
Ref. Number: F96000000119

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for MORRISON FRESH COOKING, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Our records reflect the above corporation being authorized to do business in Florida as of January 5, 1996. Please correct #3 of the application accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 597A00054163

RECEIVED  
97 NOV 12 AM 8:25  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

# PROFIT CORPORATION

## APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

### SECTION I

(1-3 must be completed)

1. Morrison Fresh Cooking, Inc.  
Name of corporation as it appears on the records of the Department of State.

2. Georgia  
Incorporated under the laws of

3. January 5, 1996  
Date authorized to do business in Florida

FILED  
97 NOV 10 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

### SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 5, 1997


5. Morrison Restaurants Inc.  
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

n/a  
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a  
New Jurisdiction

  
Signature  
Mitchell S. Block  
Typed or printed name

10/27/97  
Date  
VP, Gen. Counsel & Secretary  
Title

**Secretary of State  
Corporations Division  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 972940618  
CONTROL NUMBER : 9531818  
DATE INC/AUTH/FILED: 10/23/1995  
JURISDICTION : GEORGIA  
PRINT DATE : 10/21/1997  
FORM NUMBER : 215

POWELL, GOLDSTEIN, FRAZER & MURPHY  
TRACY L. KING  
191 PEACHTREE ST., 16TH FLOOR  
ATLANTA GA 30303

**CERTIFIED COPY**

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**MORRISON RESTAURANTS INC.  
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above the original document of which copies are attached.

This certificate is issued pursuant to the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



*Lewis A. Massey*  
LEWIS A. MASSEY  
SECRETARY OF STATE

Secretary of State  
Corporations Division  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 972480380  
CONTROL NUMBER: 9531818  
EFFECTIVE DATE: 09/05/1997  
REFERENCE : 0070  
PRINT DATE : 09/05/1997  
FORM NUMBER : 611

POWELL, GOLDSTEIN, FRAZER & MURPHY  
TRACY L. KING  
191 PEACHTREE ST., 16TH FLOOR  
ATLANTA, GA 30303

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Lewis A. Massey, the Secretary of State and the Corporation  
Commissioner of the State of Georgia, do hereby certify under the  
seal of my office that

MORRISON FRESH COOKING, INC.  
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of  
State changing its name to

MORRISON RESTAURANTS INC.

and has paid the required fees as provided by Title 14 of the  
Official Code of Georgia Annotated. Attached hereto is a true and  
correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the  
State of Georgia on the date set forth above.



*Lewis A. Massey*

Lewis A. Massey  
Secretary of State

**ARTICLES OF AMENDMENT  
TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MORRISON FRESH COOKING, INC.**

1. The name of the corporation is MORRISON FRESH COOKING, INC.  
(hereinafter the "Corporation").
2. The Amended and Restated Articles of Incorporation of the Corporation are hereby amended by deleting Article I. in its entirety and substituting the following in lieu thereof:

**"I.**

**NAME**

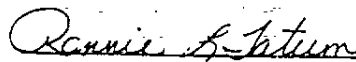
The name of the corporation is "Morrison Restaurants Inc." (hereinafter the "Corporation").

3. This amendment to the Articles of Incorporation was duly adopted at a meeting of the Board of Directors of the Corporation on June 25, 1997.

4. Pursuant to Section 14-2-1002(6) of the Georgia Business Corporation Code, shareholder approval is not required for such an amendment.

IN WITNESS WHEREOF, the undersigned does hereby set his hand effective this  
8th day of July, 1997.

**MORRISON FRESH COOKING, INC.**



Ronnie L. Tatum,  
Chief Executive Officer

ATTEST:



Mitchell S. Block, Secretary

[CORPORATE SEAL]