ENV-Wyrick Robbins Yates + Ponton LLP
4101 Lake Boone TR STE 300
Raleigh NC 27607-7506

BK 2138 PG 2132

FORSYTH CO,NC 44 FEE:$ 6.00
PRESENTED & RECORDED: 10/16/2000 10:17AM
DICKIE C. WOOD REGISTER OF DEEDS BY:GORDON
BK2138 P2132 - P2132

STATE OF NORTH CAROLINA

Department of The Secretary of State

CERTIFICATION OF MERGER

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that on the 27th day of July, 2000, Articles of Merger, or copies of Articles of Merger, duly authenticated by the proper officer of the state or country under the laws of which a statutory merger was affected, were filed in this office

MERGING

RESTAURANT PROPERTIES, LLC **NC**

INTO

BEST LOCATIONS, LLC **NC**

The name of the surviving corporation was changed by virtue of said merger to: **N/A.**

The time of said merger, if different from the time of filing, was the 31st day of July, 2000 at 11:59 p.m.

The surviving corporation has not filed articles of dissolution and continues to be in existence in this State as of the date of this certificate.

I FURTHER certify that this certificate is in compliance with North Carolina General Statutes §47-18.1 and may be recorded in the office of the Register of Deeds in the same manner as deeds, the name of the surviving corporation appearing in the "Grantee" index.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 28th day of September, 2000.

Elaine F. Marshall

Secretary of State