

The State of South Carolina,

EXECUTIVE DEPARTMENT

CHARTER BY THE SECRETARY OF STATE

WHEREAS,

Richard W. Sherwood, 44 Nottingham Road, Greenville, S. C.
Earl W. Martin, Rt. 3, Box 448, Travelers Rest, S. C.
Lawrence G. Stokes, 2048 Cleveland St. Ext., Rt. 6, Greenville, S. C.

did on the 21st day of May, 19 63, file with the Secretary of State a written Declaration signed by themselves, setting forth:

FIRST: That their names and residences are as above given.

SECOND: That the name of the proposed corporation is SMS CORPORATION

THIRD: That the principal place of business is Corner S. Pleasantburg Dr., and Liberty Lane, Greenville, S. C.

FOURTH: That the general nature of the business which it is proposed to do is to operage Burger King Restaurants and carry on any and all business incidental thereto. To engage in any business in which a corporation organized under the laws of the State of South Carolina may engage; and in general to carry on any other business and to do any other acts in connection with the foregoing and to have and exercise all powers conferred by the laws of the State of South Carolina upon corporations formed under the laws of the State, and to do any or all of the things hereinabove set forth to the same extent as natural persons might or could do.

FIFTH: That the amount of the capital stock is Eighteen Thousand (\$18,000.00) Dollars payable in money, services and/or property

SIXTH: That the number of shares into which the capital stock is divided is Eighteen Thousand (18,000) of the par value of One (\$1.00) Dollars

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 20th day of May, 19 63, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: Lawrence G. Stokes, Richard W. Sherwood, Earl W. Martin

EIGHTH: That subsequently there was elected as President, Richard W. Sherwood; as Vice-President, Lawrence G. Stokes; as Secretary, Earl W. Martin; as Treasurer, Earl W. Martin

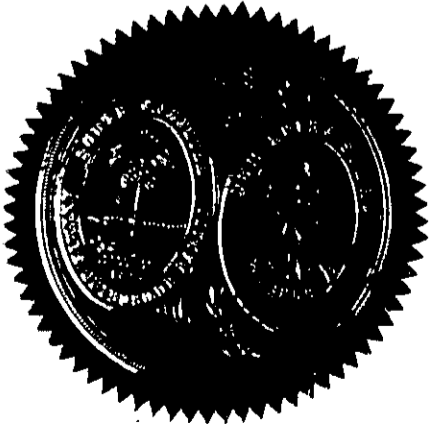
NINTH: That all requirements of Title 12, Article 1, Chapter 2, Code of Laws of South Carolina, 1952, and all amendments thereto have been duly and fully complied with, 50 per cent. of the aggregate amount of the capital stock having been subscribed by bona fide subscribers, 20 per cent. of the capital stock subscribed having been paid to the Treasurer, and three days' public notice of the intention to file this Declaration with the Secretary of State having been given in Greenville Piedmont

a newspaper published in the County of Greenville

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested by the aforesaid Code and Acts amendatory thereto, do hereby certify that the said Company has been fully organized according to the laws of South Carolina, under the name and for the purposes indicated in their written declaration, and that they are fully authorized to commence business under their charter; and I do hereby direct that a copy of this certificate be filed and recorded in the office of the Register of Mesne Conveyance or Clerk of Court in each county where such Corporation shall have a business office.

GIVEN under my hand and the seal of the State, at Columbia this 21st day of May in the year of our Lord one thousand nine hundred and 63 and in the one hundred and 87th year of the Independence of the United States of America.

O. Frank Thornton Secretary of State.



FILED MAY 28 10 09 AM 1963 GREENVILLE CO. S.C. OLLIE F. ... R.M.C.