

<u>Name of Subsidiary Corporation</u>	<u>Class of Shares</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Surviving Corporation</u>
SAMBO'S OF SOUTH CAROLINA, INC.	Common	1,000	1,000

6. SAMBO'S RESTAURANTS, INC., the surviving corporation hereby:

(a) agrees that it will promptly pay to the dissenting shareholders of any participating domestic corporation the amount, if any, to which they are entitled under Section 12-16.27 of the Code of Laws of South Carolina, 1962; and

(b) agrees that it may be served with process in this State in any proceeding (1) to enforce any obligation of a participating domestic corporation or any participating foreign corporation previously subject to suit in this State and (2) to enforce the right of dissenting shareholders of any participating domestic corporation against the surviving corporation.

(c) irrevocably appoints the Secretary of State of the State of South Carolina its agent to accept service of process in any such proceeding; the address to which the Secretary of State shall mail a copy of any process in any such proceeding is 6400 Cindy Lane, Carpinteria, Calif. 93013.

IN WITNESS WHEREOF, the undersigned corporation has caused this Articles of Merger to be executed in its name by its president and secretary as of the 10 day of December, 1980.

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