

Company No. 1002769

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

MCDONALD'S HAMBURGERS LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held on 6th July 1988 the following Resolutions were proposed and passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. THAT, the consent in writing of all members of the Company having been obtained, the Share Capital of the Company be increased from £224,400 divided into 224,400 Ordinary Shares of £1 each to £234,400 by the creation of 10,000 new "B" Ordinary Shares of £1 each having the rights and being subject to the restrictions set forth in the Articles of Association of the Company as they are to be amended pursuant to Resolution 2 below.
2. THAT the Articles of Association of the Company be and they are hereby amended by the deletion of Article 2.2 and the substitution in its stead of

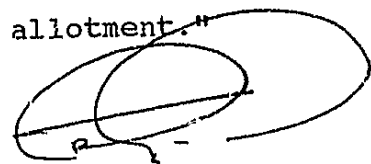


the following:-

- "2.2 The share capital of the Company is £234,400 divided into 224,400 Ordinary Shares of £1 each ("Ordinary Shares") and 10,000 "B" Ordinary Shares of £1 each. On a return of capital on the winding up of the Company 26% of the assets of the Company remaining after payment of its liabilities and available for distribution shall be apportioned amongst, and paid and distributed to, the holders of the "B" Ordinary Shares (rateably according to their respective holdings) and the balance of such assets shall be apportioned amongst, and paid and distributed to, the holders of the Ordinary Shares (rateably as aforesaid). The "B" Ordinary Shares shall confer no other rights whatsoever upon the holders to receive or participate in profits or assets of the Company and in particular but without limitation shall confer no right to receive out of the profits of the Company any dividend, bonus or other distribution. The holders of "B" Ordinary Shares shall not be entitled to receive notices of, or to attend or vote at, any meetings of the Company.
- 2.3 Pursuant to Section 80 of the Companies Act 1985 but subject nevertheless to Article 3, the Directors are generally and

unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to a maximum aggregate nominal amount of £10,000 and so that:-

- 2.3.1 the authority hereby conferred shall expire on the fifth anniversary of the date when the Resolution for the adoption of this Article 2.3 was passed;
- 2.3.2 pursuant to such authority the Directors may make an offer or an agreement before the expiry of the period referred to in paragraph 2.3.1 above which would or might require relevant securities to be allotted after such expiry; and
- 2.3.3 the Directors shall have power, pursuant to the said authority, to allot 10,000 "B" Ordinary Shares for cash at not less than par and sub-section (1) of section 89 of the Companies Act 1985 shall not apply to any such allotment."



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Director

Secretary