

Corporation, Monroe Road Corporation, 74 By-Pass Corporation, and West Patton Corporation (hereinafter collectively referred to as the "North Carolina Constituent Corporations"), business corporations organized under the laws of the State of North Carolina; Campbellton Road Corporation, Candler Interstate Corporation, Hungry Bull of Forest Park, Inc., Hungry Bull of Greenbriar, Inc., Hungry Bull of South DeKalb, Inc., and The Jonesboro Road Corporation (hereinafter collectively referred to as the "Georgia Constituent Corporations"), business corporations organized under the laws of the State of Georgia; with and into HUNGRY BULL, INC., a business corporation organized under the laws of the State of Delaware.

2. The Agreement and Plan of Merger has been duly approved by the respective Boards of Directors and the respective shareholders of each of the South Carolina Constituent Corporations in accordance with the provisions of the South Carolina Business Corporation Act of 1962.

3. The Agreement and Plan of Merger has been duly approved by the respective Boards of Directors and the respective shareholders of each of the North Carolina Constituent Corporations in accordance with the provisions of the North Carolina Business Corporation Act.

4. The Agreement and Plan of Merger has been duly approved by the respective Boards of Directors and the respective shareholders of each of the Georgia Constituent