FC793-3136

THIRD AMENDED ARTICLES OF INCORPORATION

-of-

FRISCH'S RESTAURANTS, INC.

FIRST. The name of said corporation shall be FRISCH'S RESTAURANTS, INC.

SECOND. The place in Ohio where its principal office is to be located is Cincinnati, Hamilton County, Ohio.

THIRD. The purpose or purposes for which it is formed are:

To own, acquire, lease, manage, rent and operate restaurants, cafeterias, lunchrooms, catering services, and other eating places; to license and franchise others to manage and operate restaurants, cafeterias, lunchrooms, catering services, and other eating places; to sell and otherwise deal in real and personal property of every type and description; to carry on any other lawful business and to do anything and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or all of the objectives herein enumerated or incident to the powers herein named and to have all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Ohio upon corporations organized under the General Corporation Law of Ohio.

FOURTH.

Section 1. The maximum number of shares which the Corporation is authorized to have outstanding is fifteen million

(15,000,000) shares, which shall be classified and bear designations as follows: three million (3,000,000) shares, without par value, shall be designated as Preferred Stock, and twelve million (12,000,000) shares, without par value, shall be designated as Common Stock.

Section 2. The express terms and provisions of the shares of Preferred Stock are as follows:

Subdivision A. Issuance in Series and Limitations as to Variations Between Series.

The Preferred Stock may be issued from time to time in series. Except as hereinafter provided, Preferred Stock of all series shall rank equally and be identical in all respects. All shares of any one series shall be alike in every particular.

Subject to the limitations and restrictions set forth in this Article Fourth, the Board of Directors is authorized and empowered at one time or from time to time:

(1) To create one or more series of Preferred Stock and to authorize the issuance of Preferred Stock in such series, and to fix or alter, in respect of any particular series, the following express terms and provisions of any authorized and unissued shares of Preferred Stock (whether or not such shares shall have been previously designated as shares of a particular series):

(a) The designation of the series;

(b) The number of shares of the series, which number may at any time or from time to time be increased or decreased by the Board of Directors, notwithstanding that shares of the series may be outstanding at the time of such increase or decrease, unless the Board of Directors shall have otherwise provided in creating such series;

(c) The dividend rate;

(d) The dates at which dividends, if declared, shall be payable, and the dates, if any, from which they shall be cumulative;

(e) The liquidation price;

(f) The redemption rights and price;

(g) The sinking fund requirements, if any;

(h) The conversion rights, if any, and

(i) The restrictions, if any, on the issuance of shares of any class or series;

(2) To adopt such amendment or amendments to the articles of incorporation as may be required or permitted by law to accomplish the foregoing purposes.

Subdivision B. General Provisions Applicable to all Series.

The following general provisions shall apply to all Preferred Stock of the Corporation, irrespective of series:

(1) The holders of Preferred Stock of each series shall be entitled to receive, when and as declared by the Board of Directors, dividends, in cash at the annual rate fixed with

respect to such series in accordance with Subdivision A(1) of this Section 2. In case Preferred Stock of more than one series is outstanding, the Corporation in making any dividend payment upon the Preferred Stock, shall (except in redeeming shares of Preferred Stock through the operation of any sinking fund that may be established for the benefit of any series of Preferred Stock) make dividend payments ratably upon all outstanding shares of Preferred Stock of all series in proportion to the amount of dividends accrued thereon and unpaid to the date of such dividend payment. Dividends in respect of the shares of any series shall commence to accrue from the date on which they shall have been declared to be payable and, in the case of cumulative dividends, from the date as of which they accumulate pursuant to the terms and provisions pertaining to the particular series. Accumulation of dividends shall not bear interest.

(2) Restrictions on Payment of Dividends upon Stock Junior to the Preferred Stock. So long as any Preferred Stock shall be outstanding, the Corporation shall not declare or pay any dividend or make any distribution on, or purchase, or cause to be purchased, or redeem, any stock ranking junior to the Preferred Stock, nor shall any money be paid or set aside or made available for a purchase fund or sinking fund for the purchase or redemption of any shares of such junior stock unless:

(i) accrued dividends for all past dividend periods on all outstanding shares of Preferred Stock of all series having cumulative dividends shall have been paid and the dividend on all outstanding shares of Preferred Stock of all such series for the then current quarterly dividend period shall have been paid or declared and provided for;

(ii) the Corporation shall have made all payments then due under the requirements of all purchase funds and sinking funds (if any) for the Preferred Stock of all series from the then current fiscal year and shall have set up suitable reserves for all payments not then due but then determined and to become due during the fiscal year, under the requirements of all such purchase funds and sinking funds, and all defaults, if any, in complying with any such purchase fund and sinking fund requirements in respect to previous fiscal years shall have been made good; and

(iii) the net assets of the Corporation shall not thereby be reduced below the aggregate preferential amounts to which the outstanding shares of Preferred Stock would be entitled upon the involuntary liquidation, dissolution or winding up of the Corporation.

(3) Dissolution, Liquidation and Winding Up. Upon any dissolution, liquidation or winding up of the Corporation, before any distribution or payment is made to the holders of any class of stock ranking junior to the Preferred Stock, the

holders of Preferred Stock of each series shall be entitled to be paid in cash the amount fixed in accordance with the provisions of Subdivision A(1) of this Section 2 with respect to such series. If the net assets of the Corporation shall be insufficient to permit the payment to holders of all outstanding shares of Preferred Stock of all series of the full amounts to which they are respectively entitled, the entire net assets of the Corporation shall be distributed ratably to the holders of all outstanding shares of Preferred Stock of all series in proportion to the amounts to which they are respectively entitled. After payment to holders of Preferred Stock of the full preferential amounts aforesaid, the holders of Preferred Stock as such shall have no right or claim to any of the remaining assets of the Corporation, which remaining assets shall be distributed among the holders of shares ranking junior to the Preferred Stock in accordance with their respective rights thereto. The sale, lease or conveyance of all the property and assets of the Corporation to, or the merger or consolidation of the Corporation into or with, any other corporation shall not be deemed to be a liquidation, dissolution or winding up of the Corporation for the purposes of this paragraph.

(4) Redemption. At the option of, and to the extent fixed by, the Board of Directors with respect to any series, the Corporation may redeem at any time, or from time to time,

any series of Preferred Stock, or any part of any series, at the redemption price fixed with respect to such series in accordance with Subdivision A(1) of this Section 2; provided, that not less than thirty days previous to the date fixed for any such redemption, a notice of the time and place thereof shall be given to the holders of record of the shares of Preferred Stock so to be redeemed by mailing a copy of such notice to such holders at their respective addresses as the same appear on the books of the Corporation and, if the Board of Directors shall so determine, by publication of notice in such manner as may be prescribed by resolution of the Board of Directors. In case of redemption of less than all of the outstanding Preferred Stock of any one series, the redemption shall be made pro rata or the shares to be redeemed shall be chosen by lot in such manner as may be prescribed by resolution of the Board of Directors. At any time after notice of redemption has been given in the manner herein prescribed, the Corporation may deposit the amount of the aggregate redemption price with any bank or trust company having capital and surplus of at least $5,000,000, named in such notice, in trust for the holders of the shares so to be redeemed, payable on the date fixed for redemption to the respective orders of such holders upon endorsement to the Corporation or otherwise as may be required and surrender of the certificates for such shares. Upon deposit of the

aggregate redemption price, as aforesaid, or, if no such deposit is made, upon said redemption date (unless the Corporation shall default in making payment of the redemption price as set forth in said notice) such holders shall cease to be stockholders with respect to said shares and shall be entitled only to receive the redemption price on or after the date fixed for redemption, without interest thereon, upon endorsement, if required, and surrender of the certificates for such shares; provided, however, that no such deposit in trust shall be deemed to terminate, prior to the expiration of the redemption date, any conversion or exchange rights to which any such holder may be entitled. Any funds so deposited by the Corporation and unclaimed at the end of six years from the date fixed for such redemption shall be repaid by such bank or trust company to the Corporation upon its request, after which repayment the holders of such shares so called for redemption shall look only to the Corporation for payment of the redemption price thereof. Any funds so deposited which shall not be required for such redemption because of the exercise subsequent to the date of such deposit of any right of conversion or exchange, shall be returned to the Corporation forthwith. Any interest accrued on any funds so deposited shall belong to the Corporation and shall be paid to it from time to time.

If at any time the Corporation shall have failed to pay accrued dividends in full on Preferred Stock of any one or more series, thereafter and until such dividends in full on Preferred Stock of every series shall have been paid or declared and set apart for payment, the Corporation shall not redeem Preferred Stock except as a whole or, directly or indirectly, purchase any Preferred Stock. Subject to the foregoing, any Preferred Stock may be purchased by the Corporation.

(5) Action Requiring Approval of Preferred Stock. The Corporation shall not, without the affirmative vote of the holders of a majority of the outstanding Preferred Stock as a class, increase the authorized number of shares of Preferred Stock or create any class of shares which rank equally with or prior to the Preferred Stock.

(6) Voting Rights. The holders of Preferred Stock shall be entitled at all times to one vote for each share of Preferred Stock held by them respectively.

(7) Preemptive Rights. No holder of Preferred Stock of any series shall, as such holder, have any preemptive right in, or preemptive right to subscribe to, any additional Preferred Stock of any series or any shares of any other class of stock, or any bonds, debentures or other securities convertible into or exchangeable for shares of stock of any class or series.

(8) Prohibitions Against Reissue or Resale. Preferred Stock which shall have been purchased or redeemed through the operation of any purchase or sinking fund or applied to any purchase or sinking fund installment shall not be applied to any subsequent purchase or sinking fund installment. Preferred Stock which shall have been purchased, redeemed or otherwise acquired by the Corporation shall be deemed retired and shall not be reissued or resold.

In case Preferred Stock of any series shall be convertible into or exchangeable for stock of any other series or class or other securities, each share of Preferred Stock so converted or exchanged shall be redeemed and shall not be reissued or resold.

Section 3. The express terms and provisions of the shares of Common Stock are as follows:

(1) Dividends. Out of the assets of the Corporation available for dividends remaining after full dividends on all shares ranking prior to the Common Stock shall have been paid or declared and set apart for payment, then, and not otherwise, and subject to any restrictions or limitation contained in the express terms and provisions of any shares ranking prior to the Common Stock dividends may be declared and paid upon the Common Stock, but only when and as determined by the Board of Directors.

(2) Dissolution, Liquidations and Winding Up. Upon any dissolution, liquidation or winding up of the Corporation, or any proceedings resulting in any distribution of all of its assets to its stockholder, after there shall have been paid to or set apart for holders of all shares ranking prior to the Common Stock the full preferential amounts to which they are respectively entitled, the holders of Common Stock shall be entitled to receive pro rata all of the remaining assets of the Corporation available for distribution to its stockholders. The sale, lease or conveyance of all the property and assets of the Corporation to, or the merger or consolidation of the Corporation into or with, any other corporation shall not be deemed to be a liquidation, dissolution or winding up of the Corporation for the purposes of this paragraph.

(3) Voting Rights. The holders of Common Stock shall be entitled at all times to one vote for each share of Common Stock held by them respectively.

(4) Preemptive Rights. No holder of Common Stock shall, as such holder, have any preemptive right in, or preemptive right to subscribe to, any additional Common Stock or any shares of any other class, or any bonds, debentures or other securities convertible into or exchangeable for shares of Common Stock or any other class of stock, or any Preferred Stock authorized by, and which may be made convertible into

or exchangeable for Common Stock pursuant to, the provisions of this Article Fourth, as herein in these Articles of Incorporation set forth, or any Common Stock required to satisfy any such conversion or exchange right.

Section 4. For the purpose of this Article Fourth, whenever reference is made herein to stock or shares "ranking junior to the Preferred Stock," such reference shall mean and include the Common Stock and any other authorized class of stock in respect of which the rights of the holders as to the payment of dividends and as to distributions in the event of dissolution, liquidation or winding up of the Corporation are subordinate to the rights of the holders of the Preferred Stock; and whenever reference is made to stock or shares "ranking prior to the Common Stock" such reference shall mean and include the Preferred Stock and any other authorized class of stock in respect of which the above-mentioned rights of the holders will give preference over the Common Stock.

FIFTH. At the time of the filing of these Third Amended Articles of Incorporation, the stated capital of the corporation is $4,386,444.

SIXTH. The Directors will fix the price at which the corporation's shares may be issued.

SEVENTH. The corporation may purchase shares issued by it to the extent of stated capital represented by such shares and/or the surplus available for cash dividends when authorized by the

Board of Directors, provided, however, that the corporation shall not purchase its own shares when there is reasonable ground for believing that the corporation is unable, or by such may be rendered unable to satisfy its obligations and liabilities.

EIGHTH. No "Business Combination" (as defined below) shall be effected or consummated unless, in addition to any vote required by law or otherwise, such Business Combination is first approved by the affirmative vote of the holders of 80% of the outstanding voting shares of the Corporation; provided, however, that unless the cash or other consideration per share to be received by all of the shareholders of the Corporation in the Business Combination is an amount equal to or greater than the highest price paid per share by the "Combining Entity" (as defined below) in acquiring ownership of any shares of the Corporation, then the vote required for authorization of the Business Combination shall be the affirmative vote of the holders of 95% of the outstanding voting shares of the Corporation. For the purposes of this Article Eighth, all voting shares of the Corporation shall be considered as one class.

As used in this Article Eighth, the term "Business Combination" shall include the following transactions with a Combining Entity holding more than 10% of the outstanding voting shares of the Corporations as of the record date for determination of the shareholders entitled to vote on the authorization of such transaction: (1) the sale, exchange,

lease, transfer, mortgage, pledge or other disposition by the Corporation or the Combining Entity of a material amount of the assets or securities of the Corporation, the Combining Entity or any parent or subsidiary of either of them, respectively to the other; (2) the merger or consolidation of the Corporation with or into any Combining Entity, regardless of which entity is the surviving entity; (3) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of the Combining Entity; (4) the reclassification or recapitalization of securities of the Corporation if the effect, directly or indirectly, of such transaction is to increase the percentage of outstanding voting shares of the Corporation held by the Combining Entity; (5) a "combination" or "majority share acquisition" in which the Corporation is the "acquiring corporation" (as those terms are defined in §1701.01 of the Ohio General Corporation Law as in effect on August 1, 1984) and its voting shares are issued or transferred to any Combining Entity or to shareholders of any Combining Entity; or (6) any agreement, contract or arrangement with any Combining Entity providing for any of the foregoing transactions; provided, however, that the term "Business Combination" shall not include any transaction or any agreement, contract or arrangement providing for any transaction described in clauses (1) through (6) above if the same has been approved by a majority of the Directors of the Corporation who held office prior to the time when the Combining

Entity acquired in excess of 5% of the outstanding voting shares of the Corporation or their successors who were recommended for election by a majority of the above described Directors.

As used in this Article Eighth: (1) the term "Combining Entity" shall include (a) a person as well as an entity, (b) an "affiliate" or "associate" (which terms as used herein shall have the same meanings given to them in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on August 1, 1984) of a Combining Entity, (c) a person or entity with which a Combining Entity or any of its affiliates or associates has any agreement, arrangement or understanding, directly or indirectly, for the purpose of acquiring, holding, voting or disposing of shares of the Corporation and any affiliate or associate of any such person or entity, (d) successors and assigns of a Combining Entity in any transaction or series of transactions not involving a public offering of the Corporation's shares within the meaning of the Securities Act of 1933, as amended; (2) a Combining Entity shall be deemed to be the beneficial owner of shares of the Corporation that the Combining Entity has the right to acquire pursuant to any agreement or upon exercise of conversion rights, warrants or options, or otherwise; (3) the outstanding shares of any class of the Corporation shall include shares deemed owned through application of clause (4) hereinabove but shall not include any other shares that may be issuable pursuant to any agreement or

upon exercise of conversion rights, warrants or options, or otherwise. The foregoing notwithstanding, a profit sharing, employee stock ownership, purchase, savings, pension or other plan of the Corporation or any of its subsidiaries or any trustee of such plan in its capacity as trustee shall not be deemed to be a Combining Entity.

No amendment to the articles of incorporation of the Corporation shall amend, alter, change or repeal any of the provisions of this Article Eighth unless the amendment effecting the same has been recommended by a majority of the Directors of the corporation who have been serving as such for a period of at least three years prior to the date of such recommendation and has been approved by the affirmative vote of the holders of 80% of the outstanding voting shares of the Corporation.

NINTH. No purchase or other acquisition, directly or indirectly, in one or more transactions, by the Corporation or any of its subsidiaries of any voting shares of the Corporation (hereinafter called "Voting Shares") or any right to acquire such shares beneficially owned by any person known to the Corporation to be an "Interested Stockholder" (as hereinafter defined) who has beneficially owned such securities for less than two years prior to the date of such purchase or acquisition shall be consummated, except as hereinafter expressly provided, unless first approved by the affirmative vote of the holders of at least 66-2/3% of the outstanding voting shares of the Corporation. For

the purposes of this Article Ninth, all voting shares of the Corporation shall be considered as one class. The foregoing notwithstanding, no such affirmative vote shall be required if the purchase price is equal to or less than the "Fair Market Value" (as hereinafter defined) of the securities or made as part of a tender or exchange offer made on the same terms to all holders of such securities which complies with the applicable requirements of the Securities Exchange Act of 1934 or in a public offering of the Corporation's securities within the meaning of the Securities Act of 1933, as amended.

For the purposes of this Article Ninth: (1) the terms "Interested Stockholder" shall mean a person who on the date of the agreement by the Corporation to purchase or acquire Voting Shares or rights to acquire Voting Shares as aforesaid or within a two year period immediately prior to such agreement was (a) the beneficial owner, directly or indirectly, of 5% or more of the class of securities to be acquired pursuant to said agreement or (b) an assignee of or a person who otherwise succeeded to Voting Shares or rights to acquire Voting Shares which were at any time within the aforesaid two year period owned by an Interested Stockholder, if such assignment or succession occurred in a transaction or transactions not involving a public offering within the meaning of the Securities Act of 1933, as amended; provided, however, that neither the Corporation, its subsidiaries nor any benefit plan or trust of or for the benefit of the

Corporation or its subsidiaries nor any trustee or representative of any of the foregoing shall be deemed to be an "Interested Stockholder"; (2) a person shall be deemed to be the beneficial owner of Voting Shares and rights to acquire Voting Shares which are: (a) beneficially owned, directly or indirectly, by its affiliates or associates or which such person or its affiliates or associates has the right to acquire pursuant to any agreement, arrangement or understanding or upon the exericse of conversion or exchange rights, warrants, options or otherwise or has the right to vote pursuant to any agreement, arrangement or understanding or (b) are beneficially owned, directly or indirectly, by any other individual, firm, corporation or entity with which such person or any of its affiliates or associates has any agreement, arrangement or understanding for the purpose of holding, voting or disposing of Voting Shares or rights to acquire Voting Shares; (3) for purposes of determing whether a person is an Interested Stockholder the number of outstanding securities of the class to be acquired shall include all securities deemed owned through the application of clause (2) hereinabove but shall not include any other securities which may be issuable pursuant to any other agreement, arrangement or understanding or upon the exercise of conversion or exchange rights, warrants, options or otherwise; (4) the term "person" shall mean any individual, firm, corporation or other entity (including a "group" within the meaning of Section 13(d) of the

Securities Exchange Act); (5) the terms "affiliate" and "associate" shall have the meanings ascribed to them in Rule 12 b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on August 1, 1985; (6) with respect to Voting Shares and rights to acquire Voting Shares the term "Fair Market Value" shall mean the average of the closing sales prices of a Voting Share during the 90 day period immediately preceding the date of the agreement by the Corporation to acquire such securities on the principal securities exchange on which such securities are listed or if such securities are not listed on any exchange, the average of the closing bid quotations with respect to a Voting Share during such 90 day period published by the National Association of Securities Dealers, Inc. or if no such quotations are available, the value of a Voting Share or a right to acquire a Voting Share on the date of the agreement by the Corporation to acquire such securities, as determined by the Board of Directors.

IN WITNESS WHEREOF, said Jack C. Maier, President and W. Gary King, Assistant Secretary, of Frisch's Restaurants, Inc., acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 29th day of October, 1985.

Jack C. Maier

Jack C. Maier, President

W. Gary King

W. Gary King, Assistant Secretary

STATE OF OHIO, COUNTY OF HAMILTON, SS:

Before me, a Notary Public in and for said county, personally appeared Jack C. Maier, President and W. Gary King, Assistant Secretary, of Frisch's Restaurants, Inc., who acknowledged that they did sign the foregoing Third Amended Articles of Incorporation and Certificate setting forth the manner of adoption thereof, and that the same is their free act and deed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my notarial seal this 29th day of October, 1985.

Pamela R. Sloan

Notary Public

PAMELA R. SLOAN
Notary Public, State of Ohio
My Commission Expires June 3, 1990