Delaware

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CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MANCHESTER SUPER VALU, INC.

SPECIAL MEETING OF DIRECTORS AND STOCKHOLDERS

April 26, 1991.

A special meeting of the Stockholders and Directors of Manchester Super Valu, Inc. was called for the purpose of considering changing the name of the corporation. Present were all of the stockholders namely: Margaret D. Waugh and Bruce A. Waugh, they all being also Directors.

After discussion the following action was taken:

See "Exhibit 1" incorporated in these minutes, entitled "Joint Written Action by Directors and Shareholders of Manchester Super Valu, Inc."

Counsel was instructed to submit the required procedures and documents to the Secretary of State for approval.

Margaret D. Waugh, Secretary

STATE OF IOWA)
) ss:
CEDAR COUNTY)

We hereby certify that the foregoing is a true copy of the minutes of the meeting of Manchester Super Valu, Inc. held on April 26, 1991, relating to Amendment of Articles of Incorporation.

Margaret D. Waugh, Secretary

Bruce A. Waugh, President

Subscribed in my presence and sworn to before me by the said Bruce A. Waugh and Margaret D. Waugh on April 26, 1991.

Notary Public in and for the State of Iowa.

FILE No. 95-2696
RECORDING FEE $ 15.00
TRANSFER FEE $

FILED FOR RECORD THE 16 DAY OF May, 19 91 AT 10:02 O'CLOCK A. M. BOOK 8 PAGE 113

STATE OF IOWA, DELAWARE COUNTY
Joan Sheppard, Recorder
Art. of Inc.

JOINT WRITTEN ACTION BY
DIRECTORS AND SHAREHOLDERS OF
MANCHESTER SUPER VALU, INC.

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The undersigned, being all of the members of the Board of Directors and all of the shareholders of MANCHESTER SUPER VALU, INC., an Iowa corporation, do hereby by this Joint Written Action, adopt the preambles and resolutions set forth below, waive all requirements of a meeting and notice thereof and instruct the Secretary of this corporaiton to file this Joint Written Action with the minutes of the corporation effective this 26th day of April, 1991.

WHEREAS, this corporation presently has 20,000 common voting shares, issued and outstanding, and 80,000 shares of non-voting common shares issued and outstanding, and

WHEREAS, the directors and the shareholders of this corporation believe that it is in the best interest of this corporation to take the following action:

1. That the name of the corporation be changed to "Bud's of Iowa, Ltd.", and that said name change be effective upon the date the Secretary of State issues a Certificate of Amendment.

   That the President and Secretary be authorized to sign and submit the appropriate documents to the Iowa Secretary of State to effect the legal name change of the corporation.

DIRECTORS:

Bruce A. Waugh

Margaret D. Waugh

SHAREHOLDERS:

Bruce A. Waugh

Margaret D. Waugh

IOWA

Receipt No. R175894

SECRETARY OF STATE

490 DP-026161
BUD'S OF IOWA, LTD.
C/O CASTERLINE & DENDINGER LAW OFFICE
ATTN: J. F. CASTERLINE
409 CEDAR ST, BOX 390
TIPTON, IA 52772

ACKNOWLEDGMENT OF DOCUMENT FILED

The secretary of state acknowledges receipt of the following document from the filing party named above:

Articles of Amendment

The document was filed on May 09, 1991, at 09:33.

The amount of $50.00 was received in full payment of the filing fee.

Elaine Baxter

SECRETARY OF STATE

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