

FILED

93 AUG 16 AM 9:38 RESTATED ARTICLES OF INCORPORATION

STATE OF IDAHO

OF

BAGEL BROS., INC.

Pursuant to the provisions of § 30-1-1007 of the Idaho Business Corporation Act, the undersigned corporation adopts the following amended and Restated Articles of Incorporation:

ARTICLE 1. Name. The name of the corporation is Bagel Bros., Inc.

ARTICLE 2. Shares. The corporation is authorized to issue 1,000,000 shares, all of one class.

ARTICLE 3. Registered Office and Registered Agent. The address of the corporation's registered office in the state of Idaho is 101 Technology Drive, Idaho Falls, Idaho 83401. The name of the corporation's registered agent at such address is Terrel F. Transtrum.

ARTICLE 4. Directors. The Board of Directors shall consist of one or more directors as set and elected by the shareholders. The number of individuals now constituting the Board of Directors is two and the names and addresses of the persons who are to serve as directors until the next annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Terrel F. Transtrum	3131 Escalante Avenue Idaho Falls, ID 83404
Terrel F. Transtrum	3131 Escalante Avenue Idaho Falls, ID 83404

ARTICLE 5. Limitation on Personal Liability of Directors. No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

(i) The amount of a financial benefit received by a director to which he is not entitled,

(ii) An intentional infliction of harm on the corporation or the shareholders,

(iii) A violation of section 30-1-833, Idaho Code, or

(iv) An intentional violation of criminal law.

IDAHO SECRETARY OF STATE

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ARTICLE 6. Indemnification of Directors. The corporation shall indemnify each and every director of the corporation for liability, as defined in section 30-1-850(5), Idaho Code, to any person for any action taken, or any failure to take any action, as a director, except liability for:

(i) Receipt of a financial benefit to which he is not entitled,

(ii) An intentional infliction of harm on the corporation or its shareholders,

(iii) A violation of section 30-1-833, Idaho Code, or

(iv) An intentional violation of criminal law.

Certificate of Shareholder Approval

The undersigned corporation further certifies as follows:

1. The foregoing Restated Articles of Incorporation were approved and adopted by the shareholders of the corporation as of August 6, 1999.

2. The number of shares of the corporation outstanding at the time of such adoption was 600; and the number of shares entitled to vote thereon was 600.

3. The number of shares voted for such Amended and Restated Articles of Incorporation was 600; and the number of shares voted against such Amended and Restated Articles of Incorporation was 0.

DATED August 6, 1999.

BAGEL BROS., INC.

By Terrel F. Transtrum
Terrel F. Transtrum, President