



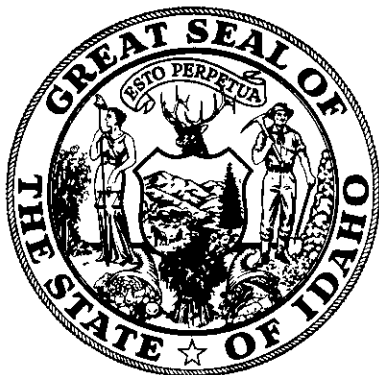
**CERTIFICATE OF INCORPORATION
OF**

D.E.M.I. ENTERPRISES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 8, 1985



SECRETARY OF STATE

by: _____

85 APR 8 PM 3 44
ARTICLES OF INCORPORATION

FOR

D.E.M.I. ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify that:

FIRST

That the name of this corporation shall be D.E.M.I. Enterprises, Inc.

SECOND

This corporation is a common stock corporation.

THIRD

The period of duration for D.E.M.I. Enterprises, Inc., shall be perpetual.

FOURTH

The purposes and objects for which this corporation is formed are to provide promotional and advertising services, advertising to purchase and sell real estate and other property, to franchise food services, and, operate said food service franchise.

FIFTH

That the location and post office address of the initial registered office of this corporation in the State of Idaho, and its initial registered agent shall be as follows:

Michael G. Batt
1507 Knights Drive
Boise, Idaho 83712

SIXTH

That the capital stock of this corporation shall consist of 100 shares of common stock, having a par value of One Dollar (\$1.00) per share and an aggregate par value of \$100.00; each of the shares shall be non-assessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock; that each share of stock shall be entitled to one vote in all matters wherein the shareholders of this corporation shall be entitled to vote, and each share shall in all respects be equal to every other share.

Capital stock shall be transferred only in accordance with such rules and regulations as are established by the by-laws of corporation, and all restrictions relative to the transfer of shares of stock of the corporation shall be noted on the stock certificate issued by the corporation.

SEVENTH

That the name and post office address of each of the incorporators, and the number of shares of the capital stock of this corporation described in the preceeding paragraph, subscribed to each, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>
Michael G. Batt	1507 Knights Drive Boise, Idaho 83712	50
Debra A. Batt	1507 Knights Drive Boise, Idaho 83712	50

EIGHTH

That the right and power to adopt, repeal, alter, rescind, and amend the by-laws of this corporation and to adopt new by-laws is hereby expressly conferred upon the Board of Directors of this corporation as provided by Title 30 of the Idaho Code.

NINTH

That there shall be two (2) members of the initial Board of Directors whose names are as follows:

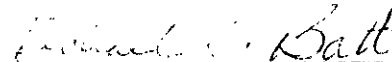
Michael G. Batt
Debra A. Batt

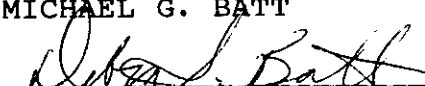
At or anytime after the first regular meeting of the members, the members may increase at any regular or special meeting by a majority of the members providing a quorum is present.

TENTH

Amendment to these articles shall require a simple majority of the outstanding stock, except where expressly provided otherwise.

IN WITNESS WHEREOF, we have hereunto set our hands this 5th day of April, 1985.



MICHAEL G. BATT


DEBRA A. BATT