



CERTIFICATE OF INCORPORATION
OF

POPPA PAUL'S, 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: January 20, 1986



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION 27

OF

POPPA PAUL'S, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Poppa Paul's, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: Operation of a restaurant together with the transaction of all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Section 30-1-3.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is five thousand (5,000) shares of \$100 par value common stock.

FIFTH: Shareholders shall have full pre-emptive rights as to issuance of common stock.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the By-Laws of the corporation, including provision for restriction on transfer of shares, as provided in Idaho Business Corporation Act, Section 30-1-23A.

SEVENTH: The address of the initial registered office of the corporation is 2251 South 5th Avenue (P.O. Box 1206), Pocatello, Idaho 83201, and the name of its initial registered agent at such address is Alys McDermott.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Paul McDermott	P.O. Box 1206 Pocatello, Idaho 83201
Alys McDermott	P.O. Box 1206 Pocatello, Idaho 83201
Arthur R. Vaughn	1151 Wilson Avenue Pocatello, Idaho 83201

NINTH: The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Paul McDermott	P.O. Box 1206 Pocatello, Idaho 83201
Alys McDermott	P.O. Box 1206 Pocatello, Idaho 83201
Arthur R. Vaughn	1151 Wilson Avenue Pocatello, Idaho 83201

DATED this 16 day of January, 1986.


Paul M. McDermott


Alys McDermott


Arthur R. Vaughn