

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ROCCO'S PIZZA AND PASTA CO.

File number C 109803

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: March 15, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION
OF

RECEIVED
ROCCO'S PIZZA AND PASTA CO.

SEC. OF STATE

25 MAR 15 AM 8 31
The undersigned, Tom Cotton, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation is ROCCO'S PIZZA AND PASTA CO.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 10,000 without nominal or par value.

ARTICLE FIVE

The shareholders of this corporation shall have the first right to purchase unissued or treasury shares in proportion to their share ownership. This preemptive right shall apply to shares issued to directors, officers or employees unless the issuance is pursuant to an employment plan authorized by a vote of sixty-five or more percent of the shares entitled to vote thereon. Likewise, this preemptive right shall apply to shares to be issued for consideration other than cash.

ARTICLE SIX

Provisions for the regulation of the internal affairs of the corporation are as provided in the by-laws as may be from time to time amended.

ARTICLE SEVEN

The address of the initial registered office of the corporation is 318 So. Woodruff, Idaho Falls, Bonneville County,

Idaho, 83401, and the name of its initial registered agent at such address is Tom Cotton.

ARTICLE EIGHT

The number of directors constituting the board shall number at least one (1) and no more than five (5) members. The initial directors are Tom Cotton and Bill Turnbull, both of which can be located at said address of 318 So. Woodruff, Idaho Falls, Bonneville County, Idaho, 83401. These directors shall serve until the first annual meeting of the shareholders or until their successors and/or any additional directors are elected and qualify.

ARTICLE NINE

The name and address of the incorporator is Tom Cotton, at 318 So. Woodruff, Idaho Falls, Bonneville County, Idaho, 83401.

ARTICLE TEN

The directors of this corporation shall not have personal liability whatsoever to the corporation, its stockholders, or to any person or entity claiming through it or them, for monetary damages for breach of fiduciary duty as a director, except in the following cases:

- a) For any breach of the director's duty of loyalty to the corporation or its stockholders;
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c) For acts for which liability is prescribed by Idaho Code 30-1-48;
- d) For any transaction from which the director derived any improper personal benefit.

Dated March 13, 1995.



Tom Cotton