



Department of State.

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

LOUIS E. CLAPP
I, ~~KENNETH K. BROWN~~, Secretary of State of the State of Idaho, and legal custodian of
the corporation records of the State of Idaho, do hereby certify that

DEB'S RESTAURANTS, INC.

a corporation duly organized and existing under the laws of Oregon has fully
complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502,
Idaho Code, by filing in this office on the 17th day of August
1966, a properly authenticated copy of its articles of incorporation, and on the 17th
day of August 1966, a designation of Lucille Womack in
the County of Ada as statutory agent for said corporation within the State of
Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State
of Idaho, relating to corporations not created under the laws of the State, as contained in Chap-
ter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in
Idaho, having the same rights and privileges, and being subject to the same laws, as like
domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this 17th day of August,
A.D. 1966.

Secretary of State.



I, **Frank J. Healy**, Corporation Commissioner and Custodian of the Seal of the Corporation Department of the State of Oregon, DO HEREBY CERTIFY:

That I have carefully compared the annexed copy of the Articles of Incorporation of
.....**DEB'S RESTAURANTS, INC.**.....

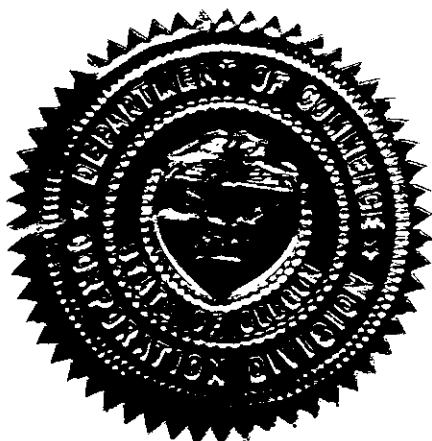
with the original thereof now on file in my office; that the same is a correct transcript therefrom and of the whole thereof; that there are no amendments to said Articles of Incorporation on file in this office; that this authentication is in due form and by the proper officer; and

I FURTHER CERTIFY that**DEB'S RESTAURANTS, INC.**.....
is, at the date of this certificate, duly authorized to transact business within this state and is in good standing as a subsisting corporation, having filed all reports and made all payments to this Department that are required by the Laws of this State.

In Testimony Whereof I have hereunto set my hand and affixed hereto the seal of the Corporation Department of the State of Oregon, at Salem, this 25th day of July, 1966.

Frank J. Healy
Corporation Commissioner

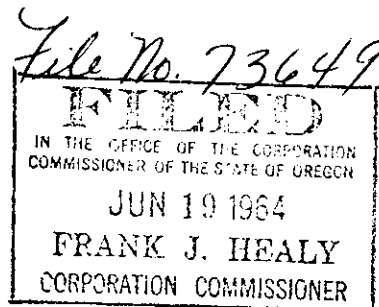
By*Helen Krug*.....
Chief Clerk



ARTICLES OF INCORPORATION

OF.

DEB'S RESTAURANTS, INC.



KNOW ALL MEN BY THESE PRESENTS, that we, JOHN F. NORTH, EDWARD H. OCHINERO, and WALTER D. NUNLEY, whose names are hereunto subscribed, do hereby associate ourselves together for the purpose of forming a Corporation under the laws of the State of Oregon;

And we do hereby certify that:

ARTICLE I

The name of the Corporation shall be DEB'S RESTAURANTS, INC., and its duration shall be perpetual.

ARTICLE II

The purposes for which said Corporation is formed, including the specific enterprises, pursuits and occupations in which the Corporation proposes to engage itself are as follows:

(1) The specific business in which the Corporation intends to primarily and initially engage is owning and operating restaurants and lounges within the United States of America, its territories and foreign countries, and for the purpose of owning, holding and operating, leasing, selling dealing in, contracting for real and personal properties of all kinds, nature and description which may be used directly or indirectly in connection therewith.

(2) To do and to perform any other act, matter or thing necessary, proper or convenient for the accomplishment or carrying out of the enterprises, businesses, pursuits and occupations hereinabove specified or any other business in connection with the foregoing, and to have and to exercise any and all of the powers conferred by the laws of the State of Oregon upon Corporations, and to do any and all of the things hereinabove set forth to the same extent as natural persons might or could do.

(3) The foregoing clauses shall be construed both as purposes and powers, and it is expressly provided that the foregoing enumeration

Articles -1-

WALTER D. NUNLEY
LAWYER
8 GOLDBY BUILDING
MEDFORD, OREGON

of specific purposes and powers shall not be held to limit or to restrict in any manner the powers of this Corporation.

ARTICLE III

The principle office and place of business of this Corporation shall be # 8 Goldy Building, Medford, Oregon, with a mailing address of # 8 Goldy Building, Medford, Oregon. The name and address of its initial registered agent is Walter D. Nunley, # 8 Goldy Building, Medford, Oregon.

ARTICLE IV

This Corporation shall have authority to issue capital stock divided into One Thousand (1000) Shares of common stock of no par value.

ARTICLE V

The number of Directors constituting the initial Board of Directors of this Corporation is three (3). The three persons named as incorporators are to serve as Directors until their first annual meeting of the shareholders or until their successors are elected and qualified.

The names and addresses are:

Edward H. Ochintero, 4251 Alta Mesa Drive, Redding, California.
John F. North, 2639 Hillcrest, Medford, Oregon.
Walter D. Nunley, Route 4, Box 427A, Medford, Oregon

IN WITNESS WHEREOF, we have hereunto affixed our hands and seals all on this 15th day of June, 1964.

John F. North (SEAL)
Edward H. Ochintero (SEAL)
Walter D. Nunley (SEAL)

STATE OF OREGON)
) ss.
County of Jackson)

I, Audrey L. Rheinsburg, a Notary Public in and for the State of Oregon, do hereby certify that on the 15th day of June, 1964, before me personally appeared Edward H. Ochintero, John F. North and Walter D. Nunley, who being sworn did each severally declare that they are the persons who signed the foregoing instrument as incorporators and that the statements contained therein are true.

Audrey L. Rheinsburg
Notary Public for Oregon
My commission expires 2/9/66.

Articles -2-

WALTER D. NUNLEY
LAWYER
8 GOLDY BUILDING
MEDFORD, OREGON