



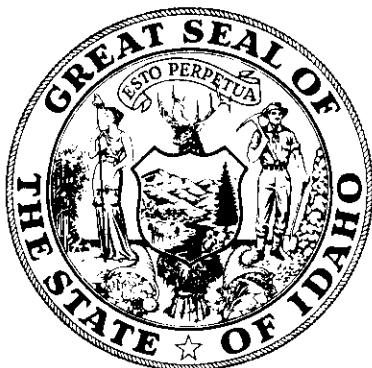
CERTIFICATE OF AUTHORITY
OF

BEEHIVE PIZZA INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BEEHIVE PIZZA INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to BEEHIVE PIZZA INC. to transact business in this State under the name BEEHIVE PIZZA INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated March 4, 19 82.



Pete T. Cenarrusa
SECRETARY OF STATE

Penny Gursu
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is BEEHIVE PIZZA INC.
2. *The name which it shall use in Idaho is BEEHIVE PIZZA INC.
3. It is incorporated under the laws of UTAH
4. The date of its incorporation is June 22nd, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2 LA MONTAGNE, SANDY, UTAH 84092
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
RETAIL PIZZA SALES
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>TODD P. KANE</u>	<u>Pres./Director</u>	<u>2 LA MONTAGNE, SANDY, Utah 84092</u>
<u>KARIN L. KANE</u>	<u>Secy./</u> <u>Treas./Director</u>	<u>As above</u>
<u>KATYE E. KANE</u>	<u>V.P./Director</u>	<u>As above</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>---</u>	<u>\$1.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
5,000	—	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 12-4, 19 81

BEEHIVE PIZZA INC.

By Todd P. Kane
Todd P. Kane
Its _____ President
and Karin L. Kane
Karin L. Kane
Its _____ Secretary/Treas.

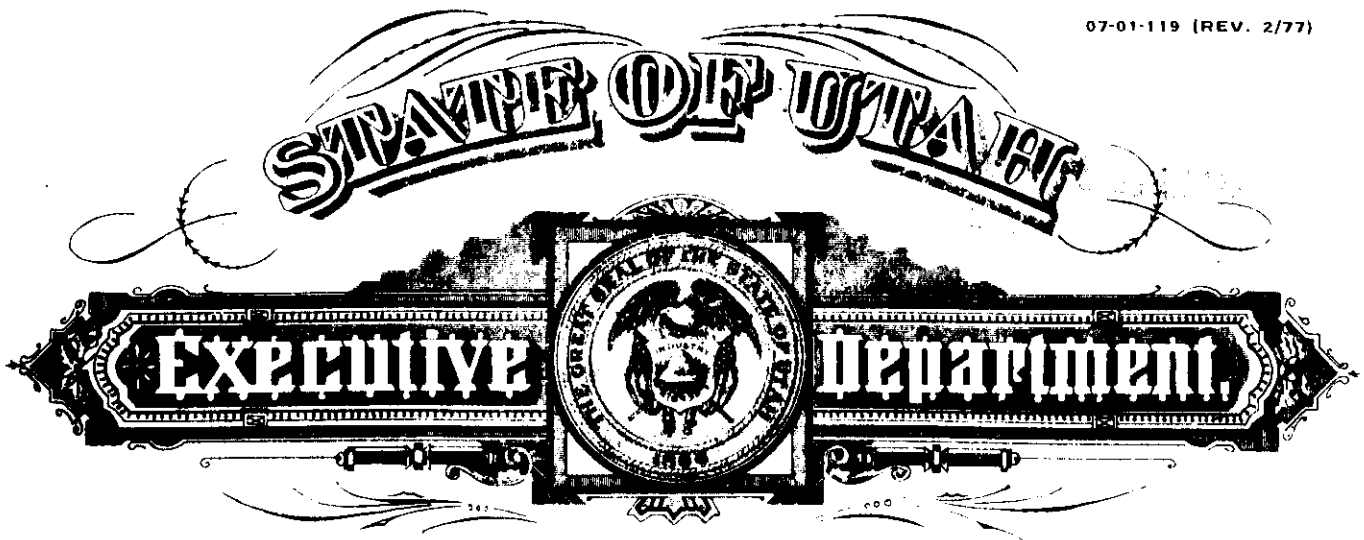
STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

I, _____, a notary public, do hereby certify that on
this 4th day of December, 19 81, personally appeared before
me TODD P. KANE, who being by me first duly sworn, declared that he
is the PRESIDENT of BEEHIVE PIZZA INC.

that he signed the foregoing document as PRESIDENT of the corporation and that the statements therein contained are true.

Janet S. Parker
Notary Public
Commission Expires 3-12-83

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



Office of Lt. Governor/Secretary of State

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of BEEHIVE PIZZA, INC, a Utah Corporation filed with this office on June 22, 1981.

AS APPEARS OF RECORD IN MY OFFICE.

File #093034

IN WITNESS WHEREOF, I have
hereunto set my hand and affixed the
Great Seal of the State of Utah at Salt
Lake City, this 24th day of
February A.D. 1982.

David S. Monson

LT. GOVERNOR/SECRETARY OF STATE

C T CORPORATION SYSTEM

615 GRISWOLD STREET, SUITE 1414, DETROIT, MICH. 48226

FILED in the office of the Lieutenant Governor
of the State of Utah, on the 22nd
day of June A.D. 19 81

DAVID S. MONSON
Lieutenant Governor

Filing Clerk BS Fees 50.00

ARTICLES OF INCORPORATION
OF

BEEHIVE PIZZA, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is BEEHIVE PIZZA, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: To operate retail pizza stores.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Fifty Thousand (50,000) of the par value of One Dollar (\$1.00) each.

FIFTH: The corporation will not commence business until consideration of the value of at least \$1,000 has been received for the issuance of shares.

SIXTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: No holder of any shares of any class of stock of the corporation shall be entitled, as such, as a matter of right, to subscribe for or purchase or receive any part of any unissued stock of any class of the corporation, or of any stock of any class issued and thereafter acquired by the corporation, whether now authorized or hereafter created, or of any securities

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of any kind convertible into or evidencing the right to subscribe for or purchase or receive any stock of any class of the corporation, whether now authorized or hereafter created, and in either case, whether issued for cash, property, services or any other consideration.

SEVENTH: The post office address of its initial registered office is 175 South Main Street, c/o C T Corporation System, Salt Lake City 11, Utah, 84111, and the name of its initial registered agent at such address is C T CORPORATION SYSTEM.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is 3 to 25, 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:

NAME	ADDRESS
Todd P. Kane	1610 Granger Ann Arbor, Michigan 48104
Karin L. Kane	1610 Granger Ann Arbor, Michigan 48104
Katye E. Kane	1610 Granger Ann Arbor, Michigan 48104

NINTH: The name and address of each incorporator is:

NAME	ADDRESS
Donald Gmelin	615 Griswold Street Detroit, Michigan 48226
Andrew Heise	615 Griswold Street Detroit, Michigan 48226
Sharon L. Gahlau	615 Griswold Street Detroit, Michigan 48226

Dated June 17, 1981

Donald K. Gmelin
Donald K. Gmelin

Andrew Heise
Andrew Heise

Sharon L. Gahlau
Sharon L. Gahlau

STATE OF MICHIGAN }
COUNTY OF WAYNE } SS.

I, Kathleen Lukosavich, a notary public, hereby certify that on the 17th day of June, 1981, personally appeared before me Donald K. Gmelin, Andrew Heise, and Sharon L. Gahlau, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

In witness whereof I have hereunto set my hand and seal this 17th day of June, A.D. 1981.

My commission expires _____

KATHLEEN LUKOSAVICH
NOTARY PUBLIC, WAYNE CO., MI
MI COMMISSION EXPIRES 6-30-82.

Kathleen Lukosavich
Notary Public