

104703

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PRESCOTT CORPORATION

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 6, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Amy Seikel*

**ARTICLES OF INCORPORATION
OF
PRESCOTT CORPORATION**

JAN 6 3 51 PM '94
SECRETARY OF STATE

The undersigned, RON ELKINS, do hereby form a Corporation in accordance with Title 30 of the Idaho Code and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **PRESCOTT CORPORATION.**

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The Corporation is organized for the purpose of engaging in the food service business and all other lawful business for which Corporations may be incorporated under Idaho Law.

ARTICLE IV

The location and address of the initial registered office of the Corporation and the name of the registered agent at that address is:

Ron Elkins
3905 S. Vista Ave.
Boise, Idaho 83715

IDAHO SECRETARY OF STATE
19940106 0900 46248 2
CK #: 5178 CUST# 25542
CORP 10 100.00= 100.00

ARTICLE V

The Corporation shall have the authority to issue TEN THOUSAND (10,000) shares of one class of common stock. Each share shall have no par value.

ARTICLE VI

The one class of common stock authorized by these Articles are intended to be Section 1244 stock and to qualify as such and comply with Section 1244 of the Internal Revenue Code of the United States.

ARTICLE VII

The transferability of the shares of stock of this Corporation may be restricted as set out in the Bylaws of this Corporation regarding the sale of stock and the death of a Stockholder. Said Bylaws will be kept at the registered office of the Corporation by its registered agent, Ron Elkins, 9527 W. Sunflower Ln., Boise, Idaho 83704.

ARTICLE VIII

The name and post office address of the incorporators are as follows:

Ron Elkins
9527 W. Sunflower Ln.
Boise, Idaho 83704

ARTICLE IX

The name and post office address of the initial Directors of the Corporation appointed by the incorporators to serve until the first annual meeting of the shareholders or until their successors are appointed and shall qualify, are as follows:

Ron Elkins
9527 W. Sunflower Ln.
Boise, Idaho 83704

ARTICLE X

The private property of the Stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

ARTICLE XI

The number of Directors of the Corporation shall be as specified in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided that the number of Directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified.

ARTICLE XII

The Stockholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock with the Corporation whether now or hereafter authorized, or to any obligations or the Corporation convertible into stock.

ARTICLE XIII

No contract or other transaction between the Corporation and any other Corporation and no act of the Corporation shall in

any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation; any Director, individually, or any firm of which any Director may be a member, may be a party to, or any be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of the Corporation who is also a Director or officer of such other Corporation, or who is to be interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

ARTICLE XIV

The Corporation shall be governed as to its internal affairs by the Bylaws of the Corporation kept at the registered office of the Corporation or the offices of its Attorney.

IN WITNESS WHEREOF, we have hereunto set our hands this 5th day of JANUARY, 1994.

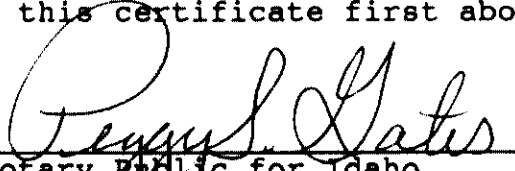


Ron Elkins

STATE OF IDAHO)
) ss.
County of Ada)

On this 5 day of JANUARY, 1994, before me,
the undersigned Notary Public for said State, personally appeared
Ron Elkins, known to me to be the person whose name is subscribed
to the within instrument and acknowledged to me that he executed
the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first above
written



Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 5/21/96