

FILED EFFECTIVE

2003 JAN 23 AM 9:35
ARTICLES OF INCORPORATION

of

MONGOLIAN GRILL-IDAHO, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, citizens of the United States of America, over the age of 21 years, have this day submitted these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho, and certify in writing:

I.

That the name of the Corporation shall be Mongolian Grill-Idaho, Incorporated.

II.

That the purposes for which this corporation is formed are to engage in the business of food services and any and all other legal forms of business. The corporation shall have the authority and power to sell or purchase its own stock, or sell and purchase the corporate stock of any corporation; to take, own and hold mortgage or other liens, to own real estate and to dispose of the same in any manner that may be necessary for the benefit of said corporation; to enter into, make and perform contracts of every kind, with any person, firm, association or corporation municipality, State, federal or Foreign Governments, endorse discount, execute and issue promissory notes, drafts, bills of exchange, warrants and other negotiable or transferable instruments, and to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho, and to do all things necessary and convenient in carrying out the purpose for which this corporation is organized, and especially to exercise all of the powers and rights granted to general business corporations under the laws of the State of Idaho pertaining thereto at the date of the issuance of a certificate of incorporation to this incorporator or hereafter amended.

III.

That the term for which said corporation is to exist is perpetual.

IV.

That the principal place of business of said corporation is 2153 E 17th St., Idaho Falls, Idaho, 83404

V.

The registered agent of the Corporation shall be Quan Pham Tran and the initial registered

office shall be located at 2153 E 17th Street, Idaho Falls ID 83404.

VI.

That the number of Directors of said corporation shall be not less than two, nor more than seven. The initial members of the Board of Directors shall be:

1) Quan Pham Tran
4801 E 2nd St
Casper, Wyoming 82609

2) Khanh Tran
4801 E 2nd St
Casper, Wyoming 82609

The Directors of the corporation shall have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except as follows:

- a) For any breach of the Directors 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) Acts provided for under Idaho Code.
- d) For any transaction from which the Director derived an improper personal benefit.

VII.

That the President, and Secretary/Treasurer of the corporation shall be employed to execute in behalf of the corporation all necessary applications for such permits as may be required under Federal, State or Local Laws.

VIII.

That the amount of the total authorized capital stock is 100,000; of said stock the entire authorization shall be common stock of the par value of \$1.00 per share. (100,000 shares) No pre-emptive rights shall be denied to shareholders.

IX.

That the amount of capital stock of said corporation which has been actually subscribed is

100,000 shares of common stock. The following are the names of the subscribers, his or her address, and the number, in par value of shares subscribed for by him or her:

Quan Pham Tran
4801 E 2nd St
Casper, Wyoming 82609

10,000 Shares

Khanh Tran
4801 E 2nd St
Casper, Wyoming 82609

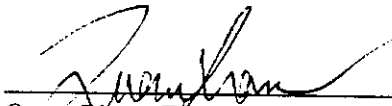
10,000 Shares

Additional stock shall not be issued in the corporation without approval of two-thirds (2/3) vote of all issued and outstanding stock.

X.

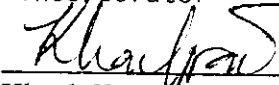
The annual meeting to be held on September 30th.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21 day of Nov, 2002.



Quan Pham Tran

Incorporator



Khanh Tran

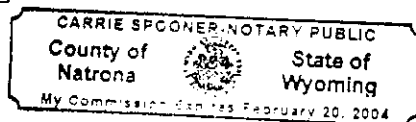
Incorporator

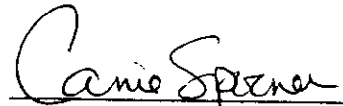
STATE OF Wyoming)
 :SS
County of Natrona)

On this 21 day of November, 2002, before me, the undersigned Notary Public in and for said County and State, personally appeared Quan Pham Tran, and Khanh Tran, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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.

SEAL





NOTARY PUBLIC FOR Wyoming
Residing at: 4141 E 2nd
Commission expires: 2-20-04