

State of Idaho

Department of State

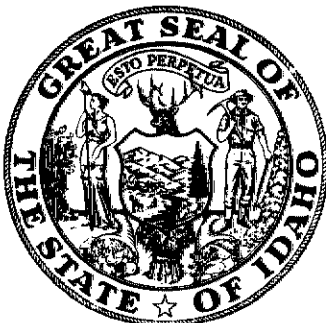
CERTIFICATE OF INCORPORATION OF

LA FIESTA MEXICANA COMPANY
File number C 107698

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: September 19, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

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IDaho SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
LA FIESTA MEXICANA COMPANY**

IDaho SECRETARY OF STATE
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I, the undersigned, being a natural person of full age, and a citizen of the United States or of its territories or possessions, have this day executed these Articles for the purpose of forming a private corporation under the laws of the State of Idaho and to that end hereby adopt these Articles of Incorporation as follows:

**ARTICLE ONE
NAME OF CORPORATION**

The name of the corporation is **LA FIESTA MEXICANA COMPANY**

**ARTICLE TWO
PURPOSE OF INCORPORATION**

The nature of the business and the objects and purposes to be transacted, promoted, and carried on by the corporation are to do any and all of the things herein mentioned as fully and to the same extent a natural person might or could do in any part of the world as follows:

To transact any or all lawful business for which corporations may be incorporated under the "Idaho Business Corporation Act" as it is presently constituted or may hereinafter be amended.

ARTICLES OF INCORPORATION
LA FIESTA MEXICANA COMPANY

**ARTICLE THREE
DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of the corporation shall be **MARTIN M. RUIZ** and the initial registered office shall be located at 136 W. Main, Rexburg, ID 83440.

**ARTICLE FIVE
STOCK**

The total number of shares which the corporation shall have authority to issue is 1,000, each having no par value.

The stock of the corporation is divided into 1,000 shares of a single class, each share having equal rights and each share having one vote. All stock when fully paid for shall be non-assessable.

**ARTICLE SIX
BOARD OF DIRECTORS & BY-LAWS**

The corporation shall have the power to establish a Board of Directors and adopt appropriate By-Laws. The duties of the Board of Directors and its officers shall be established by the By-Laws of the corporation. The Board of Directors shall have the authority to amend the By-Laws of the corporation by a vote of the majority of the Board of Directors. However, the Board of Directors shall not have the power to sell the business nor to sell a significant part of the corporation assets without first obtaining the approval

of two-thirds (2/3) of the shareholders in the corporation. Each member of the Board of Directors need not be a shareholder of the corporation.

The original members of the Board of Directors who shall serve until the first regular meeting of the shareholders or until their successors shall qualify are:


Martin M. Ruiz	136 W. Main Rexburg, ID 83440
Salvador Fuentes	404 S.W. Coast Hwy. Newport, OR 97365
Enrique Martinez	665 Bluff Ave. Bandon, OR 97411

ARTICLE SEVEN INCORPORATOR

The name and address of the incorporator is:


**Dale P. Thomson, Esq.
115 E. Main, P. O. Box 609
Rexburg, Idaho 83440**

Executed in duplicate this 16 day of September, 1994.


Dale P. Thomson, Esq.
Incorporator

STATE OF IDAHO)
 :SS
COUNTY OF MADISON)

On this 16 day of September, 1994, before me, a Notary Public in and for said State, personally appeared **DALE P. THOMSON, ESQ.**, who, being by me first duly sworn, declared that he signed the foregoing document as **Incorporator** of the corporation, and that the statements therein contained are true.



Notary Public for Idaho
Residing In: Rexburg
My Commission Expires: 11-19-99

ARTICLES OF INCORPORATION
LA FIESTA MEXICANA COMPANY