

State of Idaho

Department of State

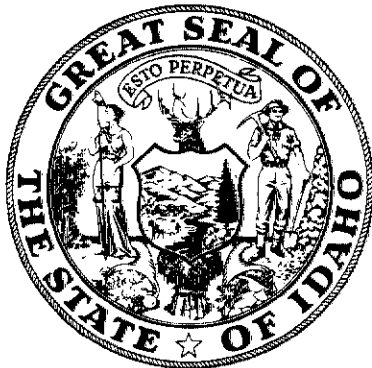
CERTIFICATE OF AUTHORITY OF TWS 100 CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of _____
TWS 100 CORP.

_____ 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 _____
TWS 100 CORP.
to transact business in this State under the name _____
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated September 18, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Judith M. Matthews

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 TWS 100 CORP. 07 8 46

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is July 24, 1987 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 The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 605 Third Avenue, 41st Floor, New York, New York 10158

7. The street 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

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware; and to own, operate, maintain and franchise restaurants and food service facilities.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
	SEE ATTACHED RIDER	

(continued on reverse)

Name

Office

Address

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: August 31, 1987

TWS 100 CORP.
(Corporation Name)

By [Signature]
 Its ~~President~~ Vice President (please specify)
John J. O'Keefe, Jr.
 and [Signature]
 Its Secretary/ ~~Assistant Secretary~~ (please specify)

STATE OF New York) Carolyn Parlato
) ss:
 COUNTY OF New York)

I, STELLA L. SCOTT, a notary public, do hereby certify that on this 31st day of August, 19 87, personally appeared before me John J. O'Keefe, Jr., who being by me first duly sworn, declared that (s)he is the Vice President of TWS 100 CORP.

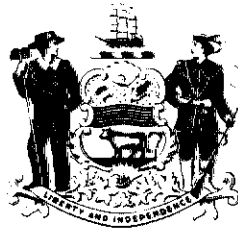
that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

STELLA L. SCOTT
 Notary Public, State of New York
 NO. 41-3589498
 Qualified in Queens County
 Cert. filed in New York County
 Commission Expires March 30, 19 89
 see 31

[Signature]
 Notary Public

RIDER

	<u>Business Address</u>	<u>Resident Address</u>	<u>Title</u>
James Painter	605 Third Avenue, 41st Fl. New York, N.Y. 10158	44 Gramatan Road Pleasantville, N.Y. 10570	President, Director
John J. O'Keefee, Jr.	605 Third Avenue, 41st Fl. New York, N.Y. 10158	11 Dante Street Larchmont, N.Y. 10538	Vice President, Director
N.C. Moren	605 Third Avenue, 41st Fl. New York, N.Y. 10158	138 Poe Road Princeton, N.J. 08540	Vice President, Treasurer
Carolyn Parlato	605 Third Avenue, 41st Fl. New York, N.Y. 10158	10 Wakeman Place Larchmont, N.Y. 10538	Secretary
Bernard Cappiello	605 Third Avenue, 41st Fl. New York, N.Y. 10158	15 Van Ordan Road Harrington Park, N.J. 07670	Assistant Secretary

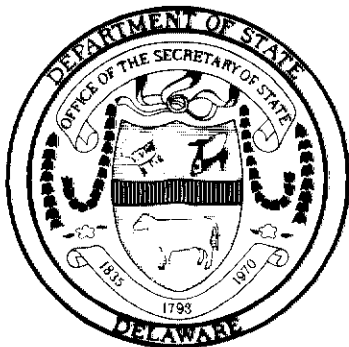


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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY TWS 100 CORP. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: !1387174

DATE: 09/04/1987