

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

SANDPIPER RESTAURANTS, INC.

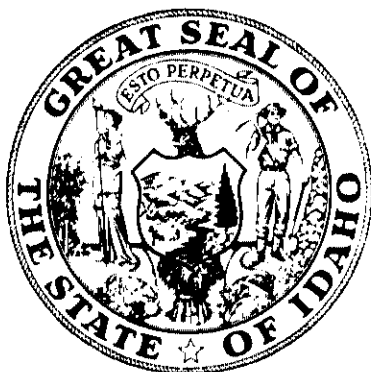
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of

SANDPIPER RESTAURANTS, INC.

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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated _____ June 4, 19 85



Pete T. Cenarrusa
SECRETARY OF STATE

Andy J. Clark
Corporation Clerk

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SANDPIPER RESTAURANTS, INC.

* * * * *

85 JUN 4 PM 3 21
SECTION OF

THE UNDERSIGNED, pursuant to resolution dated May 30, 1985, by the Board of Directors and Stockholders of this Corporation, do hereby amend and restate the Articles of Incorporation of this Corporation, in their entirety, pursuant to Section 30-1-61 and 30-1-64 of the Idaho Business Corporation Act, as follows:

FIRST: The name of the corporation is SANDPIPER RESTAURANTS, INC.

SECOND: The Articles of Incorporation were amended and restated in their entirety by resolution of the Stockholders and Board of Directors of the corporation on May 29, 1985, in the manner prescribed by the Idaho Business Corporation Act, as set forth in the following Articles FIRST through TENTH:

* * * * *

FIRST

The name of the corporation is SANDPIPER RESTAURANTS, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 100,000, with a par value of \$.05 per share.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

Additional provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH

The location of the initial registered office of the corporation is 1100 West Jefferson, Boise, Idaho 83702, and the name of its initial registered agent is Michael P. Ostling.

EIGHTH

The number of directors constituting the Board of Directors at the time of this amendment and restatement of the Articles of Incorporation is two, and the names and addresses of the persons who are to serve until the next annual meeting of the shareholders and until their successors are elected and qualified are:

Name:

Address:

Michael P. Ostling

1100 West Jefferson
Boise, ID 83702

E. J. Parkinson

1100 West Jefferson
Boise, ID 83702

NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the Stockholders.

TENTH

These Amended and Restated Articles of Incorporation are intended to amend the original Articles of Incorporation in their entirety, and supersede the original Articles of Incorporation and all amendments thereto.

* * * * *

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 33,732.5 shares, and the number of shares entitled to vote thereon was 33,732.5 shares.


FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class:</u>	<u>Number of Shares:</u>
Common	33,732.5


FIFTH: The number of shares voted for such amendment and restatement was 33,732.5; there were no shares voted against such amendment and restatement.

DATED this 30th day of May, 1985.

SANDPIPER RESTAURANTS, INC.

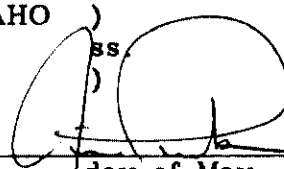
By 
President

ATTEST:

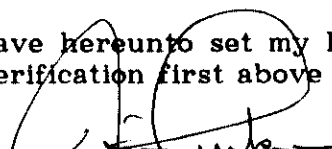

Secretary

STATE OF IDAHO)

County of Ada)

I, , a Notary Public, do hereby certify that on the 31 day of May, 1985, personally appeared before me MICHAEL P. OSTLING, who, being by me first duly sworn, declared that he is the President of SANDPIPER RESTAURANTS, INC., that he signed the foregoing document as President of said corporation, and that the statements contained therein are true.

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


NOTARY PUBLIC, State of Idaho
Residing at Boise, Idaho