

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

H & M CONCEPTS OF IDAHO, INC.

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: March 25, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

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SECRETARY OF STATE

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ARTICLES OF INCORPORATION

OF

H & M CONCEPTS OF IDAHO, INC.

The undersigned hereby establishes a Corporation pursuant to the Idaho Business Corporation Act, as amended ("the Act"), and adopts the following Articles of Incorporation.

FIRST: The name of the Corporation is H & M CONCEPTS OF IDAHO, INC.

SECOND: The Corporation shall have perpetual existence.

THIRD: (a) The purposes for which this Corporation is organized are:

(i) To transact business with respect to developing retail stores and

(ii) To transact any and all lawful business for which Corporations may be incorporated under the Act.

(b) The Corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon Corporations organized under the Act and may do everything necessary, suitable or proper to accomplish any of its corporate purposes.

FOURTH: (a) The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock without par value.

(b) Each shareholder of record shall be entitled to one vote for each share of stock outstanding in his name on the books of the Corporation, except that cumulative voting shall be allowed in the election of directors.

(c) At all meetings of shareholders, a majority of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum; and at any meeting at which a quorum is present the affirmative vote of a majority of the shares represented at such meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number is required by the Act.

(d) No shareholder of the Corporation shall have any pre-emptive rights.

(e) The Corporation shall have the right to purchase its own shares to the extent of unreserved and unrestricted earned or capital surplus, provided the Corporation is solvent and when such redemption or purchase would not render it insolvent or reduce the net assets below the aggregate amount payable to the holders of shares having prior or equal rights to the assets of the Corporation upon involuntary dissolution.

(f) The board of directors may from time to time distribute to the shareholders in partial liquidation, out of capital surplus of the Corporation, a portion of its assets, in cash or property, subject to the limitations contained in the Act.

FIFTH: The Corporation shall have the right to indemnify any person to the fullest extent allowed by the Act, except as may be limited by the By-laws of the Corporation.

SIXTH: The initial board of directors shall consist of three directors. The number of directors may be increased or decreased from time to time as provided in the By-laws; provided, the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and have qualified are:

Randol S. Hemmer

3777 Twilight Drive
Boise, Idaho 83703

Steven H. Mann

824 Ashbourne Drive
Eagle, Idaho 83616

John R. Hansen, Jr.

7091 Emerald
Boise, Idaho 83704

SEVENTH: The address of the initial registered office of the Corporation is 1287 Boeing Street, Boise, Idaho 83705. The name of the initial registered agent at such address is Randol S. Hemmer.

EIGHTH: A director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except this provision shall not eliminate or limit the liability of a director:

a. For any breach of the director's 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. Provided for under section 30-1-48, Idaho Code.

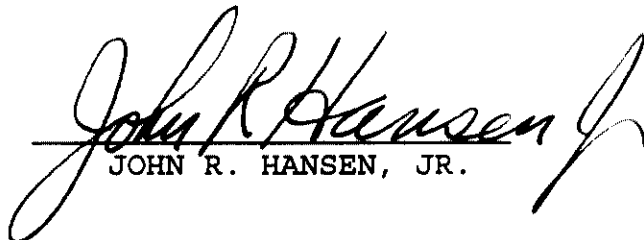
d. For any transaction from which the director derived an improper personal benefit.

NINTH: The name and address of the incorporator is as follows:

John R. Hansen, Jr.
7091 Emerald
Boise, Idaho 83704

IN WITNESS WHEREOF:

Dated: March 24, 1994


JOHN R. HANSEN, JR.

H&M Concepts Ltd. Co.

1287 Boeing • Boise, ID USA 83705 • (208) 342-7893 • FAX (208) 342-3073

March 25, 1994

Secretary of State
State of Idaho

This letter gives consent of H & M Concepts Ltd. Co. to the use of the corporate name, H & M Concepts of Idaho, Inc.

H & M Concepts Ltd. Co.

BY


RANDOL S. HEMMER, Managing Member

dba
PRETZEL TIME
Under Franchise Agreement from Pretzel Time Inc.