



Department of State.

**CERTIFICATE OF AUTHORITY
OF
CHI-CHI'S FRANCHISE OPERATIONS CORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
CHI-CHI'S FRANCHISE OPERATIONS CORPORATION
duplicate originals of an Application of _____

_____ 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
CHI-CHI'S FRANCHISE OPERATIONS CORPORATION
Authority to _____

to transact business in this State under the name CHI-CHI'S FRANCHISE OPERATIONS
CORPORATION _____

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated August 21, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Marking

Corporation Clerk

(Profit Corporation)

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:

- (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.)

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 own and operate or supervise operation of full service Mexican
restaurant.
9. The names and respective addresses of its directors and officers are:

(continued on previous page)

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: 8/5/87

Chi-Chi's Franchise Operations Corporation

(Corporation Name)

By

Ronald W. Stebleton
Its President ~~Vice President~~ (please specify)

and

Michael J. Chisum
Its Secretary ~~Assistant Secretary~~ (please specify)

STATE OF Kentucky)

COUNTY OF Jefferson) ss:

I, Marilyn A. Weaver, a notary public, do hereby certify that on this _____ day of _____, 19 87, personally appeared before me Ronald W. Stebleton, who being by me first duly sworn, declared that (s)he is the President of Chi-Chi's Franchise Operations Corporation

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

Marilyn A. Weaver
Notary Public

MY COMMISSION EXPIRES: 5/9/89




OFFICE OF SECRETARY OF STATE
CERTIFICATE

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify, that according to the records in the Office of the Secretary of State of the Commonwealth of Kentucky, CHI-CHI'S PURCHASING CORPORATION a corporation organized and existing under the laws of the Commonwealth of Kentucky, was granted a charter on June 14, 1982 with perpetual existence.

I further certify, that amended articles of incorporation changing the corporate name to CHI-CHI'S FRANCHISE OPERATIONS CORPORATION were filed on June 25, 1987.

I further certify, that said corporation has filed all reports and paid all fees due and owing to the Office of the Secretary of State of the Commonwealth of Kentucky to date; and is, therefore, in good standing at the present time.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky this 2nd day of August, 1987.



Drexell R. Davis
Secretary of State
Commonwealth of Kentucky