



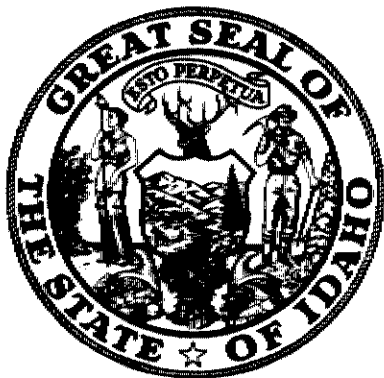
**CERTIFICATE OF INCORPORATION
OF**

OLIVERS TOO, 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: September 11, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Mathes*

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ARTICLES OF INCORPORATION
OF
OLIVERS TOO, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned being natural persons over the age of eighteen (18) years, do hereby form a general business corporation under the laws of the State of Idaho as contained in Title 30 of the Idaho Code entitled "General Business Corporation Act", and to that end do hereby set forth:

1. The name of the corporation is: OLIVERS TOO, INC.
2. The period of duration of this corporation shall be perpetual.

3. The purposes for which this corporation is organized:

(a) Primarily to engage in the business of operating a retail food services business.

(b) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

4. The county in the State of Idaho where the principal office for the transaction of business of the corporation is located is in the County of Bannock and the name of the registered agent is Paul F. Gannon and the address of the registered office shall be 2750 Butte, Pocatello, Idaho 83201.

5. The aggregate number of shares which the corporation shall have authority to issue is 10,000, having a par value of \$10.00 per share. All of said stock shall be known as common stock and shall be nonassessable.

6. The names and post office address of the incorporators are as follows:

NAME OF INCORPORATOR

ADDRESS

Paul F. Gannon.....2750 Butte, Pocatello, Idaho 83201

Margaret C. Gannon...2750 Butte, Pocatello, Idaho 83201

Steven G. Wood.....746 E. Lander, Pocatello, ID 83201

7. The directors of the corporation shall have the power to sell any authorized but unissued stock at any time and to any person, and no stockholder shall be entitled, as of right, to subscribe for or purchase of any of such additional shares of stock.

8. The number of directors of the corporation may be fixed by the By-Laws, but shall not be less than the number required by law.

The number of directors constituting the initial Board of Directors shall be three (3), and they shall serve as directors until their successors are elected and qualified.

9. The names and addresses of the initial directors are:

NAME

ADDRESS

Paul F. Gannon.....2750 Butte, Pocatello, Idaho 83201

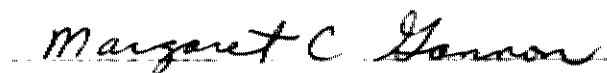
Margaret C. Gannon.....2750 Butte, Pocatello, Idaho 83201

Steven G. Wood.....746 E. Lander, Pocatello, ID 83201

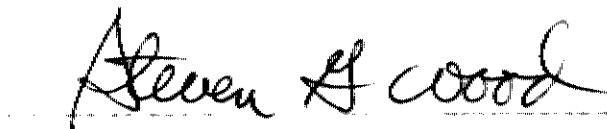
IN WITNESS WHEREOF, the undersigned initital incorporators have executed these Articles of Incorporation on this 9 day of September, 1987.



PAUL F. GANNON



MARGARET C. GANNON



STEVEN G. WOOD