

Department of State.

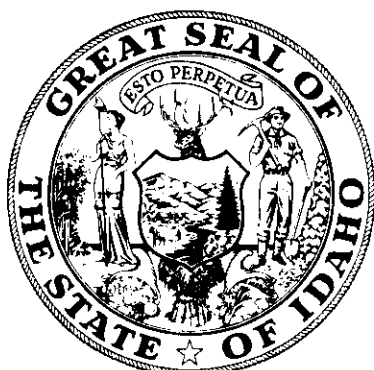
**CERTIFICATE OF AUTHORITY
OF**

COUNTRY KITCHEN INTERNATIONAL-WEST, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of COUNTRY KITCHEN INTERNATIONAL-WEST, INC. 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 COUNTRY KITCHEN INTERNATIONAL-WEST, INC. to transact business in this State under the name COUNTRY KITCHEN INTERNATIONAL-WEST, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated January 2, 19 80



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 Country Kitchen International-West, Inc.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Minnesota
4. The date of its incorporation is March 13, 1978 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 12755 State Highway 55, Minneapolis, Minnesota 55441
6. The 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 CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
General business purposes including but not limited to
franchising of Country Kitchen restaurants and the leasing
8. The names and respective addresses of its directors and officers are: of restaurant equipment.

Name	Office	Address
_____	_____	_____
_____	see attached	_____
_____	_____	_____
_____	_____	_____

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>NPV</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10	Common	NPV

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 1-8-80, 1980

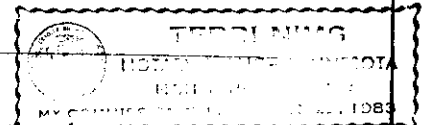
Country Kitchen International-West, Inc.
By [Signature]
Richard Shinofield
Its Vice President
and [Signature]
Madeleine Bernard
Its Secretary

STATE OF Minnesota)
COUNTY OF Hennepin) ss:

I, [Signature], a notary public, do hereby certify that on this 8th day of January, 1980, personally appeared before me Richard Shinofield, who being by me first duly sworn, declared that he is the Vice President of Country Kitchen International-West, Inc.

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

[Signature]
Notary Public



*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

Officers of Country Kitchen International-West, Inc.

<u>Name</u>	<u>Street and Number</u>	<u>City and State</u>
Otto B. Martinson	12755 St. Hwy. 55	Mpls., MN 55441
Richard Shinofield	12755 St. Hwy. 55	Mpls., MN 55441
Charles P. Pinkhom	12755 St. Hwy. 55	Mpls., MN 55441
Madeleine Bernard	12755 St. Hwy. 55	Mpls., MN 55441
Gary Widell	12755 St. Hwy. 55	Mpls., MN 55441

<u>Title</u>	<u>Term of Office Expires</u>
President	Next annual meeting
Vice President	next annual meeting
Vice President	next annual meeting
Secretary	next annual meeting
Assistant Secretary	next annual meeting

Directors of Country Kitchen International,-West, Inc.

<u>Name</u>	<u>Street and Number</u>	<u>City and State</u>
K. E. Retzler	12755 St. Hwy. 55	Mpls., MN 55441
Richard Shinofield	12755 St. Hwy. 55	Mpls., MN 55441
Richard E. Karkow	12755 St. Hwy. 55	Mpls., MN 55441

<u>Term expires</u>
Next annual meeting
Next annual meeting
Next annual meeting

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ARTICLES OF INCORPORATION
SECRETARY OF
STATE

BHK, INC.

The undersigned incorporator of full age, for the purposes of forming a corporation under and pursuant to the provisions of Chapter 301, Minnesota Statutes, known as the Minnesota Business Corporation Act, does hereby associate himself as a body corporate and does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be BHK, Inc.

ARTICLE II

This corporation shall have general business purposes.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The location and post office address of the registered office of this corporation in Minnesota is 12755 State Highway 55, Minneapolis, Minnesota 55441.

ARTICLE V

The capital stock of this corporation shall consist of One Thousand (1000) shares of common stock without nominal or par value per share.

ARTICLE VI

The amount of stated capital with which this corporation shall begin business is ONE THOUSAND (\$1,000.00).

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ARTICLE VI

The name and post office address of the incorporator is John R. Heim, 12755 State Highway 55, Minneapolis, Minnesota 55441.

ARTICLE VIII

The names, post office address and term of office of the first Board of Directors are:

Curtis L. Carlson 12755 State Highway 55 one year
Minneapolis, Minnesota 55441

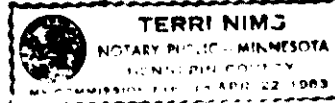
John R. Heim 12755 State Highway 55 one year
Minneapolis, Minnesota 55441

IN WITNESS WHEREOF, the undersigned has set his hand
this 27th day of March, 1922.

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 24th day of March, 1978, personally appeared before me John R. Heim, personally known to me to be the same person who executed the foregoing Articles of Incorporation and he acknowledged that he executed the foregoing Articles of Incorporation as his free and voluntary act and deed.

Notary Public



YHK
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STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that the within
instrument was filed for record in this
office on the 13 day of Mar
A. D. 1928 at 8 o'clock A M.,
and was duly recorded in Book 8-57
of Incorporations, on page 872
John Andrew Shaw
Secretary of State

30-805



To All To Whom These Presents Shall Come, Greeting:

Whereas, an Agreement and Plan of Merger, dated as of March 28, 1979, by and between C. K. of Western America, Inc., a North Dakota corporation, and other foreign corporations not qualified in Minnesota under the Minnesota Foreign Corporation Act, and BHK, Inc., a Minnesota corporation, and a majority of the Directors thereof, duly signed, certified and acknowledged under oath, has been filed for record in this office on the 20th day of April, 1979, at 4:30 o'clock P.M. for the merger of the above named foreign corporations into the Minnesota corporation, and which corporation will continue as the surviving corporation, pursuant to the provisions of the Minnesota Business Corporation Act, Chapter 301, Minnesota Statutes.

Now, Therefore, I, Juan Anderson Grove, Secretary of State of the State of Minnesota, by virtue of the powers and duties vested in me by law, do hereby certify that said above corporations are legally merged and made an existing corporation under the name of BHK, Inc. with the powers, rights and privileges, and subject to the limitations, duties, and restrictions which by law appertain thereto.

WITNESS my official signature
hereunto subscribed and the
Great Seal of the State of
Minnesota hereunto affixed
this twentieth day of April,
A.D. 1979.

Juan Anderson Grove
Secretary of State

3/28/79

AGREEMENT AND PLAN OF MERGER
OF
CK OF DAKOTA, INC., CK OF MONTANA, INC
AND CK OF WESTERN AMERICA, INC.
INTO
BHK, INC.

AGREEMENT OF MERGER dated the 28th day of March, 1979, by and between BHK, Inc., a corporation organized and existing under the laws of the State of Minnesota (hereinafter sometimes referred to as "BHK"), and a majority of the directors thereof, parties of the first part, and C.K. of Dakotas, Inc., a corporation organized and existing under the laws of the State of North Dakota (hereinafter sometimes referred to as "Dakota"), and a majority of the directors thereof, parties of the second part, and C.K. of Western America, Inc., a corporation organized and existing under the laws of the State of North Dakota (hereinafter sometimes referred to as "Western America"), and a majority of the directors thereof, parties of the third part, and C.K. of Montana, Inc., a corporation organized and existing under the laws of the State of North Dakota (hereinafter sometimes referred to as "Montana"), and a majority of the directors thereof, parties of the fourth part.

W I T N E S S E T H:

WHEREAS, BHK is a corporation duly organized and existing under the laws of the State of Minnesota having been incorporated on the 13th day of March, 1978, under the provisions of Minnesota Statutes Chapter 301, has an authorized capital stock consisting of One Thousand (1,000) shares of common stock with no par value, of which there are issued and outstanding on the date hereof Ten (10) shares; and

WHEREAS, Dakota is a corporation incorporated on the 31st day of July, 1973, under the North Dakota Business Corporation Act, has an authorized capital stock consisting of Twenty-Five Thousand (25,000)

shares of common stock with a par value of \$1.00 per share, of which there are issued and outstanding on the date hereof Three Thousand (3,000) shares; and

WHEREAS, Western America is a corporation duly organized and existing under the laws of the State of North Dakota having been incorporated on the 31st day of July, 1973, under the North Dakota Business Corporation Act, has an authorized capital stock consisting of One Hundred Thousand (100,000) shares of common stock with a par value of \$1.00 per share, of which there are issued and outstanding on the date hereof Four Thousand Five Hundred (4,500) shares; and

WHEREAS, Montana is a corporation incorporated on the 31st day of July, 1973, under the North Dakota Business Corporation Act, has an authorized capital stock consisting of Twenty-five Thousand (25,000) shares of common stock with a par value of \$1.00 per share, of which there are issued and outstanding on the date hereof One Thousand (1,000) shares; and

WHEREAS, the Boards of Directors of Dakota, Western America and Montana deem it advisable that Dakota, Western America and Montana merge with and into BHK, -

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, provisions, covenants and grants herein contained, the parties hereto agree, in accordance with the provisions of the The Provisions of Minnesota Statutes Chapter 301 and the North Dakota Business Corporation Act, that BHK, Western America, Dakota and Montana on the effective date of this agreement, shall be merged into a single corporation, to-wit: BHK, one of the parties hereto, and that BHK on such effective date merges into itself Western America, Dakota, and Montana; and the terms and conditions of the merger hereby agreed upon (hereinafter sometimes referred to as the "Merger") and the mode of carrying the same into effect and the manner of converting the shares of Western America, Dakota and Montana into the shares of BHK, the outstanding shares of which shall not be changed or converted as a result of the Merger, are and shall be as hereinafter set forth and

K-2, 363

the Articles of Incorporation, as amended, of BHK from the effective date of this agreement shall be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

ARTICLE I

CORPORATE EXISTENCE OF SURVIVING CORPORATION

Except as herein otherwise specifically set forth, the identity, existence, purposes, powers, franchises, rights and immunities of BHK shall continue uneffected and unimpaired by the Merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Western America, Dakota and Montana shall be merged into BHK and BHK shall be fully vested therewith. The existence of Western America, Dakota and Montana except insofar as it may be continued by statute, shall cease as soon as this agreement shall become effective, and thereupon BHK and Western America, Dakota and Montana shall become a single corporation, to-wit: BHK, one of the parties hereto, the name of which shall be BHK, Inc. BHK, Western America, Dakota and Montana are hereinafter sometimes referred to as the "Constituent Corporations", the single corporation which shall survive the Merger is hereinafter sometimes referred to as the "Surviving Corporation", and the date upon which this agreement shall become effective by the filing and recording hereof in accordance with the provisions of Minnesota Statutes Chapter 301 and the North Dakota Business Corporation Act is hereinafter sometimes referred to as the "effective date of this agreement".

ARTICLE II

ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation, as amended, shall, upon the effective date of this agreement, be and remain the Articles of the Surviving Corporation until the same shall be altered, amended or repealed, as therein provided.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The Bylaws of BHK, Inc., as they shall exist on the effective date of this agreement, shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed as therein provided.

ARTICLE IV

MANNER OF CONVERTING SHARES OF WESTERN AMERICA,

DAKOTA AND MONTANA

INTO SHARES OF THE SURVIVING CORPORATION

A. The outstanding shares shares of Common Stock owned by the shareholders of each of the parties hereto shall be dealt with as follows.

B. On the Effective Date of the merger, all outstanding shares of BHK Common Stock shall remain outstanding.

C. On the Effective Date of the merger, all outstanding shares of Dakota, Western America and Montana Common Stock, by virtue of the merger, shall be cancelled, extinguished and thereafter cease to exist.

ARTICLE V

MISCELLANEOUS PROVISIONS

A. On the effective date of this agreement, the Surviving Corporation shall, without other transfer, succeed to and possess all the property, assets, rights, privileges, powers, franchises and immunities of Dakota, Western America and Montana and the debts, liabilities and obligations of Dakota, Western America and Montana shall become the debts, liabilities and obligations of the Surviving Corporation, and all property, real, personal and mixed, and all debts due on whatever accounts, as well as for stock subscriptions, as all other things in action or belonging to Dakota, Western America and Montana shall be vested in the Surviving Corporation; and all property rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectively the property of the Surviving Corporation as they were of any Constituent Corporation, and title to

any real estate vested by deed or otherwise under the laws of the States of Minnesota or North Dakota or of any of the other states of the United States in any Constituent Corporation, shall not revert or be in any way impaired by reason of the Merger or the Provisions of Minnesota Statutes Chapter 301 or the North Dakota Business Corporation Act; provided, however, that all rights of creditors and all liens upon any property of any Constituent Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens at the time of such Merger, and all debts, liabilities and duties of each Constituent Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Each Constituent Corporation hereby agrees that from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver all such deeds and other instruments and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest or perfect in, or confirm, of record or otherwise to, the Surviving Corporation, title to and possession of all said property, rights, privileges, licenses, powers and franchises, and otherwise to carry out the purposes of this agreement.

B. The Surviving Corporation shall pay all the expenses of carrying this agreement into effect and of accomplishing the Merger.

C. The president or a vice president of the Surviving Corporation to this Merger shall sign this certificate on behalf of said corporation. This agreement shall be then submitted to the stockholders of the Surviving Corporation as provided by law, and it shall take effect and be deemed and be taken to be the agreement and act of the Merger of said corporation upon the adoption thereof by the stockholders of the Surviving Corporation, in accordance with the requirements of the laws of the States of Minnesota and North Dakota and upon the executing, filing and recording of such documents and doing of such acts and things as shall be required for

accomplishing the Merger by the Provisions of Minnesota Statutes Chapter 301 and the North Dakota Business Corporation Act.

D. Anything herein or elsewhere to the contrary notwithstanding, this agreement may be abandoned -

1. By the Constituent Corporations at any time prior to its adoption by the stockholders of the Constituent Corporations, or
2. By mutual consent of the Constituent Corporations at any time prior to its effective date.

E. For the convenience of the parties and to facilitate the filing or recording of this agreement, any number of counterparts thereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

F. This Merger shall become effective upon filing with the Secretary of State of Minnesota and the Secretary of State of North Dakota. However, for all accounting purposes, the date of this Merger shall be as of the close of business on March 28, 1979.

IN WITNESS WHEREOF, this agreement has been executed by a majority of the Directors of all of the corporate parties hereto, and the corporate seal of all of the corporate parties hereto has been hereunto affixed and attached as of the day and year first above written.

BHK, INC.

By


K. E. Retzler
Its Vice President

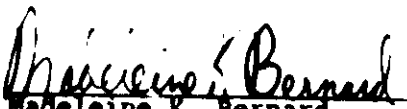

Richard E. Karkow


K. E. Retzler

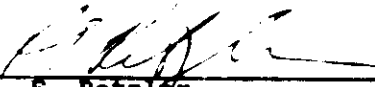

Richard E. Shinofield

Majority of Directors of BHK, Inc.

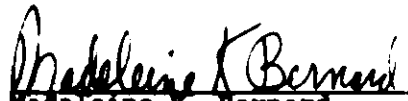
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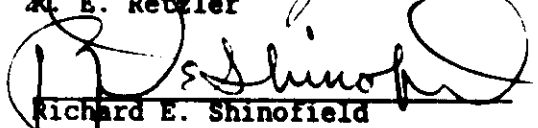

Madeleine K. Bernard
Its Secretary

C.K. OF DAKOTAS, INC.

By 
K. E. Retzler
Its Vice President


ATTEST:


Madeleine K. Bernard
Its Secretary


K. E. Retzler

Richard E. Shinofield


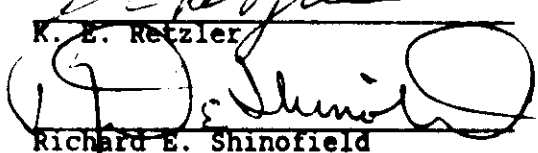
Majority of Directors of C.K. of
Dakotas, Inc.

C.K. OF MONTANA, INC.

By 
K. E. Retzler
Its Vice President

ATTEST:


Madeleine K. Bernard
Its Secretary



K. E. Retzler

Richard E. Shinofield


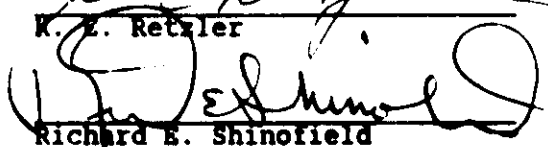
Majority of the Directors of C.K.
of Montana, Inc.

C.K. OF WESTERN AMERICA, INC.

By 
K. E. Retzler
Its Vice President

ATTEST:


Madeleine K. Bernard
Its Secretary


K. E. Retzler

Richard E. Shinofield

Majority of the Directors of C.K. of
Western America, Inc.

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WITNESS my hand and the seal of said BHK, Inc. this 25th day of March, 1979.

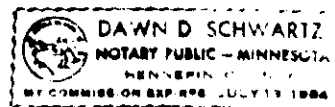
David D. Schwartz

Madeleine K. Bernard

Am. Harper

On this 28th day of March, 1979, before me a Notary Public within and for said County and State, personally appeared Madeleine K. Bernard, who, being by me duly sworn, did say that she is the Secretary of BHK, Inc., that the seal attached to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Madeleine K. Bernard acknowledged said instrument to be the free act and deed of said corporation.

Dawn D. Schwartz
Notary Public



I, Madeleine K. Bernard, Secretary of C.K. of Dakotas, Inc., a North Dakota corporation, hereby certify as such Secretary and under the seal of that corporation, that the foregoing Agreement and Plan of Merger, after having been first duly signed by all of the directors of said C.K. of Dakotas, Inc. and after having been first duly signed by all of the directors of BIK, Inc., a Minnesota corporation, was duly submitted to the stockholders of C.K. of Dakotas, Inc. at a meeting by unanimous consent held in accordance with the provisions of North Dakota Business Corporations Act of the State of North Dakota on the 28th day of March, 1979, and that the holder of all of the issued and outstanding stock of said C.K. of Dakotas, Inc. consented in writing and authorized the adoption of said Agreement and Plan of Merger.

28 ¹ WITNESS my hand and the seal of said C.K. of Dakotas, Inc. this
day of March, 1979.

In Presence of:

Daniel Schwartz

Madeline K. Bernard

Mr Freeman

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 28th day of March, 1979, before me a Notary Public within and for said County and State, personally appeared Madeleine K. Bernard, who, being by me duly sworn, did say that she is the Secretary of C.K. of Dakotas, Inc. that the seal attached to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Madeleine K. Bernard acknowledged said instrument to be the free act and deed of said corporation.

Notary Public

PAWN - S. HA

CERTIFICATE BY SECRETARY OF
C.R. OF MONTANA, INC.
OF ADOPTION OF AGREEMENT
BY ITS STOCKHOLDERS

1, Madeleine K. Bernard, Secretary of C.K. of Montana, Inc., a North Dakota corporation, hereby certify that as such Secretary and under the seal of that corporation, that the foregoing Agreement and Plan of Merger, after having been first duly signed by all of the directors of C.K. of Montana, Inc. and after having been first duly signed by all of the directors of BHK, Inc., a Minnesota corporation, was duly submitted to the stockholders of C.K. of Montana, Inc. at a meeting by unanimous consent held in accordance with the provisions of North Dakota Business Corporation Act of the State of North Dakota on the 28th day of March, 1979, and that the holder of all of he issued and outstanding stock of C.K. of Montana, Inc. consented in writing and authorized the adoption of said Agreement and Plan of Merger.

WITNESS my hand and the seal of said C.K. of Montana, Inc. this
28th day of March, 1979.

In Presence of:

Daniel D. Schmitt

Madeline K. Bernard

San Francisco.

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 28th day of March, 1979, before me a Notary Public within and for said County and State, personally appeared Madeleine K. Bernard, who, being by me duly sworn, did say that she is the Secretary of C.K. of Montana, Inc. that the seal attached to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said Madeleine K. Bernard acknowledged said instrument to be the free act and deed of said corporation.

Daniel D. Schwartz
Notary Public

CERTIFICATE BY SECRETARY OF
C.K. OF WESTERN AMERICA, INC.
OF ADOPTION OF AGREEMENT BY
ITS STOCKHOLDERS

Notary Public

The foregoing Agreement and Plan of Merger having been duly signed by all of the directors of BHK, Inc., a Minnesota corporation, and C.K. of Western America, Inc., C.K. of Montana, Inc. and C.K. of Dakotas, Inc., North Dakota corporations, the Constituent Corporations therein named, and having been duly adopted by the stockholders of said BHK, Inc. in accordance with the provisions of Minnesota Statutes Chapter 301 and C.K. of Western America, Inc., C.K. of Montana, Inc. and C.K. of Dakotas, Inc. in accordance with the North Dakota Business Corporations Act, the President or a Vice President and the Secretary or an Assistant Secretary of said Constituent Corporations do now hereby execute said Agreement and Plan of Merger under the corporate seals of said corporations pursuant to the due authority as the act, deed and agreement of said corporations, this 28th day of March, 1979.

BHK, Inc.

(Corporate Seal)

By K. E. Retzler
K. E. Retzler
Its Vice President

ATTEST:

Madeleine K. Bernard
Madeleine K. Bernard
Its Secretary

C.K. OF WESTERN AMERICA, INC.

(Corporate Seal)

By K. E. Retzler
K. E. Retzler
Its Vice President

ATTEST:

Madeleine K. Bernard
Madeleine K. Bernard
Its Secretary

C.K. OF MONTANA, INC.

(Corporate Seal)

By K. E. Retzler
K. E. Retzler
Its Vice President

ATTEST:

Madeleine K. Bernard
Madeleine K. Bernard
Its Secretary

C.K. OF DAKOTAS, INC.

(Corporate Seal)

By K. E. Retzler
K. E. Retzler
Its Vice President

ATTEST:

Madeleine K. Bernard
Madeleine K. Bernard
Its Secretary

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STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 28th day of March, 1979, before me a Notary Public within and for said County and State, personally appeared K. E. Retzler and Madeleine K. Bernard, who, being each by me duly sworn, did say that they are respectively the Vice President and Secretary of BHK, Inc., one of the corporations described in the above instrument and which executed the foregoing Agreement and Plan of Merger; that the seal attached to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors and said K. E. Retzler and Madeleine K. Bernard acknowledged said instrument to be the free act and deed of said corporation.

David D. Schwartz
Notary Public

DAVID D. SCHWARTZ
NOTARY PUBLIC - MINNESOTA
COMMISSION EXPIRES JULY 12, 1981

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 28th day of March, 1979, before me a Notary Public within and for said County and State, personally appeared K. E. Retzler and Madeleine K. Bernard, who, being each by me duly sworn, did say that they are respectively the Vice President and Secretary of C.K. of Western America, Inc., one of the corporations described in the above instrument and which executed the foregoing Agreement and Plan of Merger; that the seal attached to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors and said K. E. Retzler and Madeleine K. Bernard acknowledged said instrument to be the free act and deed of said corporation.

David D. Schwartz
Notary Public

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K-30, 580

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 28th day of March, 1979, before me a Notary Public within and for said County and State, personally appeared K. E. Retzler and Madeleine K. Bernard, who, being each by me duly sworn, did say that they are respectively the Vice President and Secretary of C.K. of Dakotas, Inc., one of the corporations described in the above instrument and which executed the foregoing Agreement and Plan of Merger; that the seal attached to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors and said K. E. Retzler and Madeleine K. Bernard acknowledged said instrument to be the free act and deed of said corporation.

Dan D. Schwartz
Notary Public

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

On this 28th day of March, 1979, before me a Notary Public within and for said County and State, personally appeared K. E. Retzler and Madeleine K. Bernard, who, being each by me duly sworn, did say that they are respectively the Vice President and Secretary of C.K. of Montana, Inc., one of the corporations described in the above instrument and which executed the foregoing Agreement and Plan of Merger; that the seal attached to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors and said K. E. Retzler and Madeleine K. Bernard acknowledged said instrument to be the free act and deed of said corporation.

Dan D. Schwartz
Notary Public

YH16D

STATE OF MINNESOTA	
DEPARTMENT OF STATE	
I hereby certify that the within	
instrument was filed for record in this	
office on the	day of
March	1979
at	o'clock
	M.
and was duly recorded in Book	
of	

30-805

CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
BHK, INC.

L-50,640

We, the undersigned, Otto B. Martinson and Madeleine Bernard respectively the president and secretary of BHK, Inc., a Minnesota corporation subject to the provisions of the Minnesota Statutes, do hereby certify that all the shareholders holding all of the issued and outstanding voting stock of BHK, Inc. acting together as shareholders pursuant to the provisions of Minnesota Statutes unanimously agreed in writing to and adopted the following resolutions on April 10, 1979:

"AMENDMENT TO ARTICLES OF INCORPORATION"

RESOLVED, that Article I of the Articles of Incorporation of BHK, Inc. be and the same hereby is amended in its entirety to read as follows:

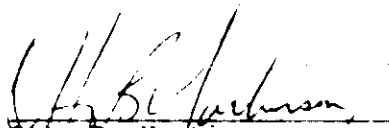
Article 1 - Name

1) The name of the corporation shall be Country Kitchen International-West, Inc..

FURTHER RESOLVED, that the president and the secretary of this corporation be and they hereby are authorized and directed to make, execute and acknowledge a certificate embracing the foregoing resolution and to cause such certificate to be filed for record in the manner required by law."

IN WITNESS WHEREOF, we have subscribed our names hereto this 10th day of April, 1979.

In the Presence of:


Otto B. Martinson


Madeleine Bernard

229670

STATE OF MINNESOTA)
)
COUNTY OF HENNEPIN)

L-50, 641

On this 10th day of April, 1979, before me a notary public appeared Otto B. Martinson and Madeleine Bernard to me personally known who, being by me duly sworn, did say they are the president and secretary, respectively, of BHK, Inc.; that said instrument is executed in behalf of said corporation by authority of its board of directors; that said officers acknowledge said instrument to be the free act and deed of said corporation.

MIN/Y3&4
SMIN/X3&4



Sandra R. Vout
Notary Public

STATE OF MINNESOTA	
DEPARTMENT OF STATE	
I hereby certify that the within	
instrument was filed for record in this	
office on the <u>16</u> day of <u>April</u>	
A. D. 19 <u>79</u> , at <u>4:30</u> o'clock <u>P.</u> M.,	
and was duly recorded in Book <u>L-50</u>	
of Incorporations, on page <u>640</u>	
<i>Joan Anderson Brane</i>	
Secretary of State	