

State of Idaho

Department of State

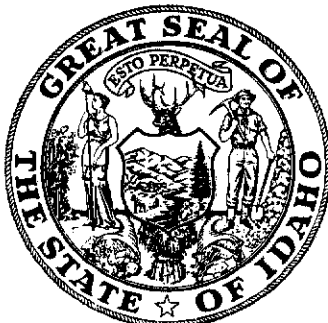
CERTIFICATE OF INCORPORATION OF

THE BASQUE KITCHEN, INC.
File number C 116246

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: August 27, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

AUG 27 2 18 PM '96

ARTICLES OF INCORPORATION OF
THE BASQUE KITCHEN, INC.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporators of The Basque Kitchen, Inc., a corporation under the Idaho Business Incorporation Act, adopt the following

Articles of Incorporation for such corporation:

FIRST: The name of the corporation is The Basque Kitchen, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) To carry on the business of a Basque restaurant at 360 Main Ave N. in Twin Falls, Idaho.

(b) To carry on the business of establishing Basque restaurants at other locations.

(c) To carry on any other kind of business or business activities that the Shareholders may from time to time deem to be advisable or proper in connection with The Basque Kitchen, Inc.

(d) To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Coporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is: One hundred (100) shares common stock, no par value.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: There shall be a Board of Directors for the corporation.

(a) The number of directors of the corporation may be fixed by the Bylaws, but shall not be less than the number required by law.

(b) The number of directors constituting the initial Board of Directors shall be two (2), and they shall serve as directors until their successors are elected and qualified.

(c) The names and addresses of the initial directors are:

Mark J. Guerry, 2752 Westminster PL, Boise, Idaho 83704

Lisa M. Guerry, 2752 Westminster PL, Boise, Idaho 83704

(d) All shares of stock in the corporation shall be held by Mark J. Guerry and/or Lisa M. Guerry and no stock shall be issued or transferred to any other person or entity.

SEVENTH: The address of the initial registered office of the corporation is 360 Main Ave N, Twin Falls, Idaho 83301, and the name of the initial registered agent at such address is Mark J. Guerry.

EIGHTH: The name and address of each incorporator is:

Mark J. Guerry, 2752 Westminster PL, Boise, Idaho 83704

Lisa M. Guerry, 2752 Westminster PL, Boise, Idaho 83704

NINTH: The directors of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duties as directors, except as specifically provided in subparagraph (2) of the Idaho Code Section 30-1-54.

SECRETARY OF STATE
DATE 08/27/1996 0900 21289

CX #: 3876 CUST# 70291

CORP

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Dated this 27 day of August, 1996.

Mark J. Lunny
Lisa M. Bullock