



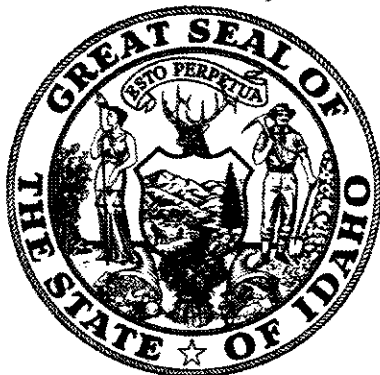
**CERTIFICATE OF INCORPORATION
OF**

"BURGER EXPRESS" OF AMERICA, I.M.A., 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: June 18, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Matthews*

ARTICLES OF INCORPORATION

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SEC. OF STATE

OF

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"BURGER EXPRESS" OF AMERICA, I.M.A., Inc.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being all bona fide citizens of the United States of America, being of full age, do, under and in pursuance of the general corporation laws of the State of Idaho, hereby organize, constitute, and associate ourselves, and such other persons as hereafter become associated with us, into a body politic and corporate, and to that and execute the following ARTICLES OF INCORPORATION, and we do hereby set forth and declare as follows:

ARTICLE I

The name of the Corporation is

"BURGER EXPRESS" OF AMERICA I.M.A., Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

Section III.01. Purposes. The purposes for which the Corporation is organized are as follows:

a. To engage in the business of retail food and beverage service and sales to the general public and the construction and/or leasing of buildings for the dispensing of the said retail food and beverages and the licensing and franchising of the said "Burger Express" name and logo to others under the format, terms and conditions that is to be set by the officers and directors of the said corporation.

b. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

Section III.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Corporation Laws or by these Articles of Incorporation, shall have and exercise the following powers:

a. To have and exercise all the powers specified in the Corporation Laws of the State of Idaho.

b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage, and other wise

deal in interests in personal and real property of any nature or kind.

c. To carry out all or any part of the purposes stated herein as principal, agent, or otherwise, either alone or in association with any other persons, firms, associations, or corporations, or, to such extent as a corporation organized under the laws of the State of Idaho may now or hereafter lawfully do, as a member of, or as the owner or holder of and stock of, or shares or securities or interests in, any general or limited partnership, association, corporation, trust, syndicate, or other firm or entity; and to a like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association, or corporation or any government or subdivision, agency, or instrumentality thereof.

d. To make any guarantee respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any domestic or foreign corporation, association, partnership, individual, or other entity.

e. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of the general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

Section III.03. Conducting Business in Other Jurisdictions. The Corporation may conduct business and otherwise carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district, or possession of the United States, or foreign country.

Section III.04. Carrying Out of Purposes and Powers. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Corporation Laws of the State of Idaho or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

Section III.05. Limiting Provision. Nothing contained in this Article shall be construed to authorize the Corporation to engage in the businesses of banking or insurance, or to engage in business or activity specifically prohibited by these Articles of Incorporation.

ARTICLE IV

Section IV.01. Number of Authorized Shares and Par value.

(a) The total number of shares that the corporation shall have authority to issue is 100,000,000 shares of common voting stock, and 100,000,000 shares of preferred non-voting stock. The common voting stock shall be of no par value and the preferred non-voting stock shall have a par value of Ten/100 Dollars (\$00.10) per share.

(b) The common voting stock will be issued to the original subscribers, in the amounts they subscribe to, and the remaining shares shall be held as capital stock, to be issued in accordance with the restrictions as set forth in Section IV.07 of these Articles. PROVIDED HOWEVER: This sub-paragraph may be amended by an affirmative vote of 65 per cent of the holders of the common voting stock, or in the case of written consent, by a unanimous vote of the said holders of the common voting shares of stock.

(c) The preferred non-voting will be retained as capital stock, to be issued by the Board of Directors in accordance with the restrictions as set forth in Section IV.07 of these Articles PROVIDED HOWEVER: The original subscribers to the common voting stock may, at their option, have issued to them an amount equal to 20% of the amounts that they have subscribed to of the common voting stock and the consideration thereof, shall be included in the amounts of the original subscription of the common voting stock. This option must be exercised within 180 days of the filing of these Articles of Incorporation with the Secretary of State of the State of Idaho. If the option is not exercised within that time, then any purchase of any shares of this class, shall be at the par value, or value set by the Board of Directors. PROVIDED HOWEVER: This sub-paragraph may be amended by an affirmative vote of 65 per cent of the holders of the preferred non-voting stock, or in the case of written consent, by a unanimous vote of the said holders of the preferred non-voting shares of stock.

Section IV.02. Preemptive Rights of Shareholders. The registered holders of the shares of common voting stock shall have a preemptive right, as set forth in this Section, to purchase, at such equitable prices, terms, and conditions as shall be fixed by the Board of Directors, such of the shares of the common voting stock of the Corporation or securities convertible into or carrying options to purchase such shares of common voting stock as may be issued from time to time, after the issuance of the the first 35,000,000 shares of common voting stock. This preemptive right shall apply to all shares issued after the first 35,000,000 shares, whether the additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and whether such additional shares are issued for money, services, or property.

Section IV.03. Dividends.

(a) The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends

payable either in cash, property, or in shares of capital stock. No dividends shall be paid in any medium if the source out of which it is proposed to pay the dividend is due to or arises from unrealized appreciation in value or from a revaluation of assets, or if the Corporation is, or is thereby rendered, incapable of paying its debts as they become due in the usual course of its business.

(b) The holders of the preferred non-voting stock shall receive a dividend of a minimum amount equal to 15% of the surplus money or property, prior to payment of any dividends to the holders of the common voting stock of money or property, or any bonus to the officers or directors of the Corporation of surplus money or property.

This restriction will not apply to or affect the issuance of common voting stock as a dividend to the holders of the common voting stock or as a bonus to the officers or directors of the Corporation.

In the event of the dissolution of the corporation, the holders of this class of stock, shall receive their interest of the value of the assets, which remain after the debts of the Corporation have been satisfied, prior to the holders of the common voting stock.

(c) The holders of common voting stock, who are not officers, directors or employees of the Corporation, shall receive a dividend of a minimum amount equal to 15% of the surplus money or property, prior to the payment of any bonus to the officers or directors of the Corporation of surplus money or property.

Section IV.04. Cumulative Voting. At each election for directors every holder of capital stock shall have the right to vote, in person or by proxy, the number of shares registered in his name for as many persons as there are directors to be elected and for whose election he has the right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

Section IV.05. Classes of Stock. The capital stock of the Corporation shall be divided into two (2) classes, common voting and preferred non-voting.

Section IV.06. Series of Stock. The corporation shall be authorized to issue shares of capital stock in series.

Section IV.07. Issuance of Stock. Should any persons, other than the parties who are subscribing to the original issue of stock, want to purchase any of the shares of stock of the Corporation, voting or non voting, the matter shall be placed before the Board of Directors for a vote and a majority of the Board of Directors shall determine the acceptance or rejections of said sale. In the event of a tie, then the question shall be placed before the stock holders of the class so affected, either at a special meeting or at the annual meeting, whichever the Board of Directors shall determine, for a vote and the majority shall either accept or reject the offer of purchase.

In the case of written consent, then it will take a unanimous written consent of the class voting on the matter.

Section IV.08. Restriction on Transfer of Stock. The stock of the Corporation shall not be transferable by the shareholders unless it is first offered, for a reasonable periods of time to the Corporation and, if not purchased by the Corporation, to the other shareholders as follows:

(a) The offer of sale shall be in writing directed to the Board of Directors and the Corporation shall have a period of thirty (30) days within which to accept or reject, in writing, the said offer, and;

(b) In the event the Corporation should not accept the offer of transfer, then the offer of sale shall be in writing directed to the shareholders of the corporation and they shall have a period of thirty (30) days within which to accept or reject, in writing, the said offer, as to the purchase equal in the percentage of the amount of shares they may have of the outstanding and issued shares. If any shareholder rejects the offer of sale, the other shareholders shall have the right to purchase the shares on a pro-rata basis of their issued shares, together with an equal division of the percentage of the share holders who have declined to purchase, among those remaining share holders who want to purchase the said shares to effect an equal distribution of the said shares, and;

(c) If neither the Corporation or the other shareholders elect to purchase the said shares, then the shareholder wanting to sell his shares shall have the right to sell to the general public his shares of stock in the said Corporation at any price that he may be able to negotiate, and;

(d) In the event that the Corporation should elect to purchase the said shares, they will have the right to pay 20% of the purchase price within sixty (60) days of the election and the balance, in quarterly payments, over a period two (2) years at an interest rate not to exceed 10% per annum on the principal balance due and owing, with the payments being first applied to accrued interest and then to principal. The whole amount of principal may be paid at any time prior to the maturity of the contract to purchase without any pre payment penalties, and;

(e) In the event that the Shareholders should elect to purchase the said shares, they will have the right to pay 20% of the purchase price within sixty (60) days of the election and the balance, in quarterly payments, over a period two (2) years at an interest rate not to exceed 10% per annum on the principal balance due and owing, with the payments being first applied to accrued interest and then to principal. The whole amount of principal may be paid at any time prior to the maturity of the contract to purchase without any pre payment penalties, and;

(f) If no other agreement as to the value of the shares of stock offered for sale can be reached between the purchaser and seller, then the formula for the purchase price of the shares, as setforth in this

Article, shall be based upon the value of assets, minus the liabilities, plus the average net income over the previous two (2) fiscal years of the Corporation, divided by the authorized issued common voting stock to reach the value of the shares, and;

Average net income shall mean that income to the Corporation after all of the expenses of the Corporation, with the exception of the salaries of the Board of Directors and the officers. and;

(g) In the event of the untimely demise of one of the shareholders the rights of the Corporation and shareholders, as hereinbefore setforth, shall automatically be applicable for the purchase of the shares of the decedent, if the heirs of the deceased shareholder, who will inherit the shares, are are not officers, directors or employees of the corporation, and if the heir is an officer, director or employee of the corporation, then that person may take the shares as their own, under the applicable laws of inheritance, subject to the restrictions of transfer as hereinbefore setforth, and;

(h) In the event that a minority stock holder should become embattled with the majority stock holders to the point that said minority stock holder is unable to realize any return on his investment, he shall have the right to offer the said shares of stock in the foregoing manner and if he cannot sell them, then the Corporation shall be required to purchase their shares of stock in accordance with sub-paragraph (f), but the requirement of 20% of the purchase price shall not be invoked and the Corporation shall have the right to pay the purchase price, in equal installments, over a thirty six (36) month period without any interest on the principal, and;

(i) The shares of stock shall not be pledged as security for any debt of the share holder, nor assigned for the benefit of any creditor of the share holder and in the event that any of the shareholders should file a petition, voluntary or involuntary, in bankruptcy, the Corporation or other share holders shall have the right to exercise the option to purchase the said shares under the terms of this Article.

All shares of stock shall have imprinted upon their face a Notice of Restriction of Transfer.

This article may be amended by a resolution of the majority of the board of directors and voted upon and ratified by a majority of the common voting share holders of the corporation.

Article IV:09: That the shares of said stock shall be non-assessable.

ARTICLE V

Regulation of Internal Affairs

Section V.01. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs

of the Corporation not inconsistent with the Corporation Laws of the State of Idaho or these Articles of Incorporation.

Section V.02. Transactions With Directors. Any contract or other transaction between the corporation and any firm, organization or corporation of which one or more of the directors are members, employees, shareholders, directors, or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board of Directors meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and if the Board of Directors shall nevertheless, authorize or ratify the contract or transaction and permit the interested Director or Directors to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it. PROVIDED HOWEVER: The minutes of such meeting whereby such contract or other transaction is voted on shall set forth what the interest is of all concerned.

Section V.03. Indemnification.

a. The corporation, acting through its directors, shall have the authority to indemnify or advance expenses to any director, officer, employee, or agent of the corporation, when the said director, officer, employee, or agent has incurred expenses or liabilities (including attorneys' fees), which, in the absolute discretion of the board of directors, are considered to have been incurred on behalf of the corporation. The rights expressed herein shall be in addition to any rights for indemnification contained in any applicable law.

b. The corporation may purchase and maintain insurance on behalf of any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation could indemnify him against such liability under the provisions of this section

Section V.04. Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, Directors may be removed in the manner provided in this section. The entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors. No director may be removed if the votes cast against his removal would be sufficient to elect him if cumulatively voted at an election of the entire Board of Directors. No director shall be entitled to receive notice of, or a hearing with respect to, his removal.

Section V.05. Compensation and Activities of Directors. Subject to the provisions of Section V.02 of these Articles of Incorporation, a director of the corporation may vote on all matters in relation to his employment by the Corporation in any Capacity, including that of officer,

employee, agent, or advisor.

Section V.06. Amendment of Articles of Incorporation. These Articles of Incorporation may be amended by the unanimous written consent or affirmative vote of a majority of the holders if the issued and outstanding shares of capital stock, except that no amendment shall be made to Sections IV.01, IV.02, IV.03, IV.04, V.04, V.06, and VIII.01 or Article VI of these Articles of Incorporation without the unanimous written consent or affirmative vote of the holders of at least 65 per cent of the issued and outstanding shares of capital stock.

ARTICLE VI

The affirmative vote of 60 per cent of the holders of the issued and outstanding shares of capital stock or in the case of written consent, then unanimous vote of the holders of the issued and outstanding shares of capital shall be necessary for the following corporate action:

- (a) Merger or consolidation of the Corporation;
- (b) Reduction or increase of the stated capital of the Corporation;
- (c) Sale, lease or exchange of a major portion of the property or assets of the Corporation; or
- (d) Dissolution of the Corporation.

ARTICLE VII

Registered Office and Agent

Section VII.01. Registered Office. The address of the registered office of the Corporation is 4182 Chert Lane, Pocatello, Idaho 83202.

Section VII.02. Registered Agent. The name of the initial agent of the Corporation at such address is Brice E. Samuelson.

ARTICLE VIII

Directors

Section VIII. 01 Number of Directors. The Board of Directors of the Corporation shall consist of not less than three (3) nor more than five (5) members, who need not be residents of the State of Idaho or shareholders of the Corporation. The number of Directors may be increased or decreased from time to time by amendment of this Section of these Articles of Incorporation, but no decrease shall have the effect of reducing such number below three (3), or of shortening the term of an incumbent director.

Section VIII.02. Initial Directors. The names and address of the persons who are to serve as the initial Board of Directors until the first annual meeting of shareholders and until their successors shall have been elected and qualified, are:

NAMEADDRESS

Brice E. Samuelson
Marilyn K. Samuelson
Eugene L. Mc Coy

4182 Chert Lane, Pocatello, Idaho 83202
4182 Chert Lane, Pocatello, Idaho 83202
P. O. Box 2005, Pocatello, Idaho 83206

ARTICLE IX

Incorporators

The name and address of each incorporator of the Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Brice E. Samuelson	4182 Chert Lane Pocatello, Idaho 83202	1 common
Marylin K. Samuelson	4182 Chert Lane Pocatello, Idaho 83202	1 common

That the foregoing named incorporators are all persons of full age, and fully competent and that all of them are citizens of the United States of America.

IN WITNESS WHEREOF, We have hereunto set our hands and seals on this 16th day of June, 1987.


Brice E. Samuelson


Marilyn K. Samuelson

STATE OF IDAHO

ss

County of Bannock

On this 16th day of June, 1987, before me the undersigned, a Notary Public in and for said State personally appeared Brice E. Samuelson and Marylin K. Samuelson, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(seal)


NOTARY PUBLIC For Idaho
Residing at Pocatello
Lifetime Commission