

FILED

MS 26 11 19 AM '99
STATE OF IDAHO
SECRETARY OF STATE

ARTICLES OF MERGER
MERGING
NORTHWEST FOOD SERVICE, INC.
INTO
FINE HOST CORPORATION

Pursuant to the provisions of Sections 30-1-1104, 30-1-1105 and 30-1-1107 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The name of the surviving corporation in the merger is Fine Host Corporation, a corporation organized and existing under the laws of the State of Delaware.
2. The Plan of Merger is as follows:
 - (1) The name of the parent corporation is Fine Host Corporation.
 - (2) The name of the subsidiary corporation is Northwest Food Service, Inc.
 - (3) The subsidiary corporation, Northwest Food Service, Inc., a corporation organized under the laws of the State of Idaho, shall be merged into Fine Host Corporation, a corporation organized under the laws of the State of Delaware.
 - (4) The manner and basis of conversion of the shares of the subsidiary into shares, obligations or other securities of the parent or any other corporation or into cash or other property in whole or in part is as follows:
By virtue of the fact that all outstanding shares of Northwest Food Service, Inc. are presently owned by Fine Host Corporation, all shares of common stock of Northwest Food Service, Inc. which are now issued and outstanding shall be cancelled and retired, and no additional shares of common stock of Fine Host Corporation shall be issued by reason of the merger.

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- (5) The merger shall become effective as of the date the certificate of merger is filed with the Secretary of State.

3. The Plan of Merger was adopted by the constituent corporations in the following manner:
 - (a) The Plan was approved by resolution adopted by the board of directors of the parent corporation.
 - (b) The approval of the shareholders of Fine Host Corporation and Northwest Food Services, Inc. was not required.

IDAHO SECRETARY OF STATE
08/26/1999 09:00
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4. Fine Host Corporation has complied with the applicable provisions of the laws of the State of Delaware, under which it is incorporated, and this merger is permitted by such laws.

Dated: August 17, 1999

FINE HOST CORPORATION

By 

Ellen Keats
Secretary

WAIVER OF NOTICE

In accordance with the provisions of Section 30-1-1104 of the Business Corporation Act of the State of Idaho, Fine Host Corporation, being the sole shareholder of Northwest Food Service, Inc., hereby waives the requirement that a copy of the Plan of Merger of Northwest Food Service, Inc. into Fine Host Corporation be mailed to Fine Host Corporation.

Dated: July 8, 1999

FINE HOST CORPORATION

By


Ellen Keats
Secretary