



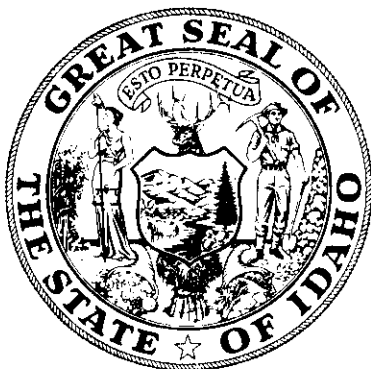
CERTIFICATE OF AUTHORITY
OF

SIZZLER RESTAURANTS INTERNATIONAL, INC.

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

Dated *October 7, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED

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:

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SECRETARY OF
STATE

1. The name of the corporation is Sizzler Restaurants International, Inc.
2. *The name which it shall use in Idaho is Sizzler Restaurants International, Inc.
3. It is incorporated under the laws of California
4. The date of its incorporation is July 17, 1967 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 12731 W. Jefferson Blvd., Los Angeles, California 90066
6. The address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street, Boise, Idaho 83702 and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Any lawful act or activity

8. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|--------------------------|--------|---------|
| See attached Exhibit "A" | | |
| | | |
| | | |
| | | |
| | | |

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 |
|------------------|--------|--|
| 10,000,000 | Common | NPU With Par Value |
| | | |
| | | |

(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 |
|------------------|---------------|--|
| <u>2,400,000</u> | <u>Common</u> | <u>Without Par Value</u> |
| | | |
| | | |

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 SEPTEMBER 17, 19 82

James S. McGinnis
By James S. McGinnis

Its Vice President

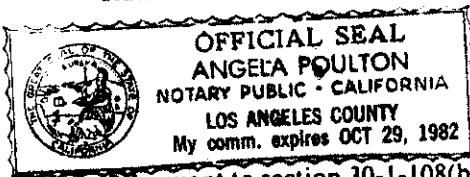
and Ileen Garcia

Its Assistant Secretary

STATE OF California)
COUNTY OF Los Angeles) ss:

I, ANGELA POULTON, a notary public, do hereby certify that on this 17th day of September, 19 82, personally appeared before me JAMES S. MCGINNIS, who being by me first duly sworn, declared that he is the VICE PRESIDENT of SILVER

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



Angela Poulton
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.

EXHIBIT "A"

OFFICERS AND DIRECTORS
OF
SIZZLER RESTAURANTS INTERNATIONAL, INC.

OFFICERS

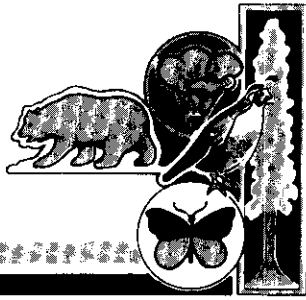
(Effective 8/30/82)

| <u>NAME</u> | <u>TITLE</u> | <u>ADDRESS</u> |
|-------------------------|--|---|
| Thomas L. Gregory | President | 12731 West Jefferson Blvd. Los Angeles, California 90066 |
| Michael M. Minchin, Jr. | Executive Vice President | 12731 West Jefferson Blvd. Los Angeles, California 90066 |
| Michael R. Macatee | Senior Vice President-Operations | 12731 West Jefferson Blvd. Los Angeles, California 90066 |
| Walter A. Fitzgerald | Vice President- Operations Support | 12731 West Jefferson Blvd. Los Angeles, California 90066 |
| James S. McGinnis | Vice President Administration and Secretary | 12731 West Jefferson Blvd. Los Angeles, California 90066 |
| Ronald G. Knapp | Vice President- Purchasing | 12731 West Jefferson Blvd. Los Angeles, California 90066 |
| Ileen Garcia | Vice President and Treasurer; Chief Financial Officer and Assistant Secretary | 12731 West Jefferson Blvd. Los Angeles, California 90066 |
| Robert E. Harrod | Regional Vice President-Operations | 12731 West Jefferson Blvd. Los Angeles, California 90066 |

DIRECTORS

(Effective 9/08/82)

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|---|
| Rushton O. Backer | 12731 West Jefferson Blvd. Los Angeles, California 90066 |
| Richard P. Bermingham | 12731 West Jefferson Blvd. Los Angeles, California 90066 |
| Thomas L. Gregory | 12731 West Jefferson Blvd. Los Angeles, California 90066 |
| James A. Collins | 12731 West Jefferson Blvd. Los Angeles, California 90066 |
| J. Paul Kinloch | Shearson/American Express Co. 555 South Flower Street No. 4770 Los Angeles, California 90071 |
| Clarence E. Palmer | Triple "L" Distributing Co. 5330 Alla Road Los Angeles, California 90066 |
| John R. Wooden | 1711 Margate Street No. 102 Encino, California 91316 |



State
of
California

OFFICE OF THE SECRETARY OF STATE

RECEIVED

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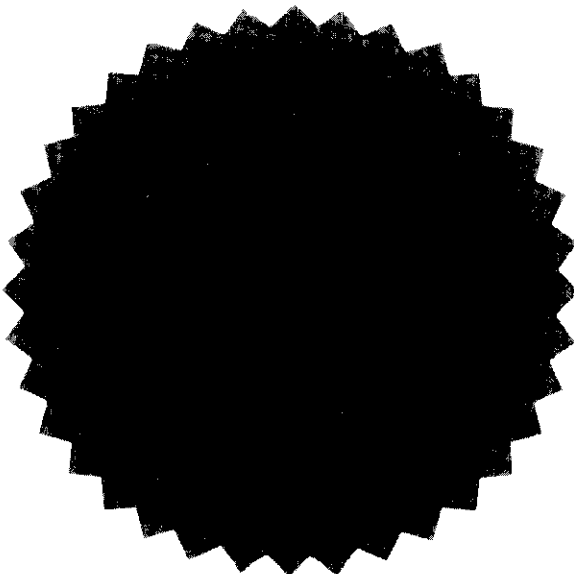
SECRETARY OF
STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

SEP 30 1982



March Fong Eu

Secretary of State

529913

A253360

FILED
in the office of the Secretary of State
of the State of California

RESTATED ARTICLES OF INCORPORATION
OF
SIZZLER FAMILY STEAK HOUSES
a California corporation

SEP 2 1982

MARCH FONG EU, Secretary of State

Deputy

Thomas L. Gregory and Ileen Garcia certify that:

1. They are the duly elected and acting President and Chief Financial Officer, respectively, of said corporation.

2. The Articles of Incorporation of said corporation shall be amended and restated to read in full as follows:

One: The name of the Corporation shall be: Sizzler Restaurants International, Inc.

Two: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Three: (a) This Corporation is authorized to issue only one class of shares designated as "Common Stock", and the total number of shares which the Corporation is authorized to issue is Ten Million (10,000,000) shares of stock, no par value.

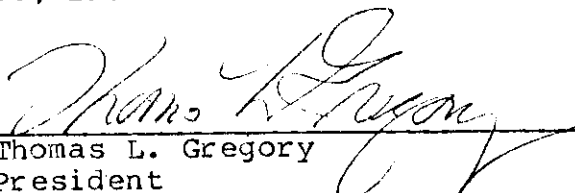
(b) The Eighty Thousand Two Hundred Sixty-Four (80,264) shares of the Corporation's stock, One Dollar (\$1) par value per share, which are issued and outstanding as of the date hereof shall automatically, and without further action on the part of the holder thereof or of this Corporation, be converted into or reconstituted as Two Million Four Hundred Thousand (2,400,000) shares of Common Stock, no par value.

Four: This corporation elects to be governed by all of the provisions of the General Corporation Law effective January 1, 1977 not otherwise applicable to it under Chapter 23 thereof.

3. The foregoing amendment and this certificate have been approved by the Board of Directors of said corporation.

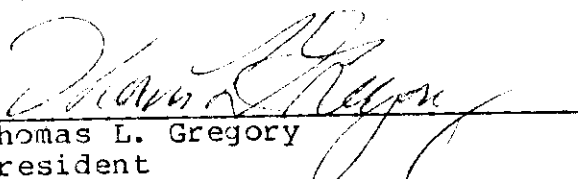
4. The foregoing amendment was approved by the required vote of the shareholders of said corporation in accordance with Section 902 of the California General Corporation Law; the total number of outstanding shares entitled to vote with respect to the foregoing amendment was 80,264 shares; and all of said shares were voted in favor of the foregoing amendment; such vote equaling or exceeding the vote required, such required vote being a majority of the outstanding shares of the Corporation's stock.


IN WITNESS WHEREOF, the undersigned have executed this Certificate as of August 30, 1982.


Thomas L. Gregory
President


Ileen Garcia
Chief Financial Officer

The undersigned, Thomas L. Gregory and Ileen Garcia the President and Chief Financial Officer, respectively, of Sizzler Family Steak Houses, Inc., a California corporation, each declare as under penalty of perjury that the matters set out in the foregoing Restated Articles of Incorporation are true of his and her own knowledge. Executed at Los Angeles, California on August 30, 1982.


Thomas L. Gregory
President


Ileen Garcia
Chief Financial Officer