

State of Idaho

Department of State

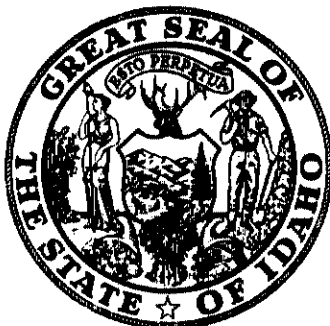
CERTIFICATE OF INCORPORATION OF

BON APPETIT INTERNATIONAL GOURMET FOODS, 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: January 21, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

Jan 21 4 40 PM '93
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
BON APPETIT INTERNATIONAL GOURMET FOODS, INC.

The undersigned hereby establishes a general business corporation pursuant to the Idaho Business Corporation Act and adopts the following charter:

1. The name of the corporation is Bon Appetit International Gourmet Foods, Inc.

2. The corporation shall commence on January 21, 1993, and the period of its duration is perpetual.

3. The purposes for which the corporation is organized includes the transaction of any or all lawful business authorized under the Idaho Business Corporation Act, including, but not limited to, all matters pertaining to the franchising of the business of selling gourmet foodstuffs and related products.

4. The address of the initial registered office is 616 S. Roosevelt, Boise, Idaho, 83705. The name of the initial registered agent at such address is Thomas K. Bacon.

5. The names and addresses of the initial Board of Directors who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

Thomas K. Bacon
4361 Ginger Creek
Meridian, Idaho 83642

Janis Ann Bacon
4361 Ginger Creek
Meridian, Idaho 83642

Mick Chandler
7300 Hidden Valley Drive
Boise, Idaho 83709

Robert Bruno
1715 E. Columbia Road
Meridian, Idaho 83642

Roland Heubach
8731 W. Ringbill Court
Boise, Idaho 83714

6. The Board of Directors shall consist of five persons, all of whom need to be shareholders of the corporation.

7. Each director shall hold office until the next annual meeting of the Shareholders or until his successor shall have been duly elected and qualified, unless a vacancy occurs due to other cause.

8. The officers of the corporation shall be a president, vice-president, secretary and treasurer, and such other officers as the Board of Directors shall designate from time to time.

9. The officers of the corporation shall be elected by the Board of Directors and shall hold office until their successors shall have been duly elected and qualified, unless a vacancy occurs due to other cause.

10. The duties and powers of the officers shall be such as are normal and customary for their respective positions and as are further designated by the Board of Directors.

11. The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares of common voting stock with \$1.00 par value per share. The amount of consideration to be paid for each share will be determined by the Board of Directors. Acceptable forms of consideration shall include money, property, labor, or services, as determined by the Board of Directors.

12. Shares shall be voted only by the holder of record or

another shareholder of the corporation in accordance with a written proxy executed by a holder of record.

13. The shares of the corporation held by a deceased or retired shareholder shall be either redeemed or canceled by the corporation, or transferred to another shareholder within six months after the date of death or retirement. Shares shall not be transferred to non-shareholders without first being offered at their fair market value to the remaining shareholders of the corporation in proportion to their respective shareholdings in compliance with the restrictions on transfer of shares set forth in these articles, the bylaws and any buy-sell agreement.

14. Preemptive rights are to be granted to the shareholders as follows:

- a) Each shareholder or subscriber shall be entitled to full preemptive or preferential rights, as such rights have heretofore been defined at common law and pursuant to Idaho law, to purchase and/or subscribe for his or her proportionate part of any shares which may be issued at any time by this corporation.

15. Prior to a valid sale or transfer of any of the shares of this corporation by the holders thereof, the holder of the shares to be sold or transferred shall first give notice in writing to the secretary of this corporation of his intention to sell or transfer such shares. Such notice shall specify the number of shares to be sold or transferred, the price per share and terms upon which such holder intends to make such sale or transfer. The secretary shall,

within five days thereafter, deliver a copy of such notice to each of the other shareholders by way of certified or registered mail, as the same may appear on the books of this corporation. Within forty days after mailing or delivering these notices to such shareholders, any shareholder(s) desiring to acquire any part or all of the shares referred to in that notice shall deliver by certified or registered mail to the secretary of this corporation a written offer or offers to purchase a specified number of such shares at the price and upon the terms stated in that notice.

- a) If the total number of shares specified in such offers exceeds the number of shares referred to in the notice, each offering shareholder shall be entitled to purchase such proportion of shares referred to in the notice as the number of shares of this corporation which he holds bears to the total number of shares held by all the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.
- b) If all of the shares referred to in the notice to the secretary are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all shareholders desiring to purchase

shares in excess of those to which they are entitled under such apportionment.

- c) If none or only part of the shares referred to in the notice to the secretary are purchased, as aforesaid, in accordance with offers made within the forty-day period, the shareholder(s) desiring to sell or transfer may sell or transfer all shares of stock referred to in that notice not so purchased by the other shareholders to any person or persons he may so desire, provided, however that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in the notice to the secretary.
- d) Any sale or transfer, or purported sale or transfer, of the shares of this corporation shall be null and void unless the terms and conditions prescribed by these Articles of Incorporation, the bylaws or any buy-and-sell agreements signed by the shareholders are strictly observed and followed.
- e) Upon the issuance of shares, each certificate of capital stock in the corporation shall be endorsed as follows:
NOTICE IS HEREBY GIVEN that the redemption, sale, assignment, transfer, pledge or other disposition of the shares of capital stock represented by this certificate are subject to certain restrictions which are set forth in the Articles of Incorporation, the Bylaws of this

corporation and any existing buy-sell agreement, copies of which are on file in the office of the secretary of the corporation, and the corporation will furnish upon request and without charge a list of designations, preferences, limitations and relative rights, if applicable. All stock of the corporation shall be subject to these restrictions and have endorsed thereon the appropriate notice contained in this paragraph.

16. No sale, lease, conveyance, transfer, exchange or other disposition of all, or substantially all, of the property and assets of this corporation, and no deed of all, or substantially all of the property and assets of this corporation, and no mortgage, deed of trust, pledge or hypothecation of all or substantially all of the property, real or personal, of this corporation shall be made unless approved by the vote or written consent of 66-2/3% of the shareholders of this corporation.

17. The name and address of the incorporator is as follows:

Thomas K. Bacon
4361 Ginger Creek
Meridian, Idaho 83642

The undersigned applies to the State of Idaho, by virtue of the laws of the land, for a charter for the proposes and with the powers, etc., declared in the foregoing instrument.

DATED this 20th day of January, 1993.


Thomas K. Bacon
Incorporator


STATE OF IDAHO

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) ss.
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County of Ada

On this 20th day of January, 1993, before me, the undersigned, a Notary Public in and for said state, personally appeared Thomas K. Bacon, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he 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.


Notary Public for Idaho
Residing at BOISE
My Commission expires: 6-29-94