



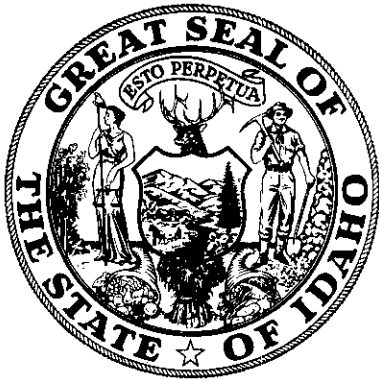
CERTIFICATE OF INCORPORATION
OF

FREDDY'S, 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: July 1, 1985



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

FREDDY'S, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is FREDDY'S, INC.

2. DURATION: The period of its duration is perpetual.

3. PROFIT: This is a profit corporation.

4. PURPOSES: The purpose or purposes for which the corporation is organized is to acquire, lease, own, manage and operate restaurant, night club, bar and related businesses and for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

5. SHARES AUTHORIZED: The aggregate number of shares which the corporation shall have authority to issue is FIVE HUNDRED (500) shares of no par value common stock.

6. PRE-EMPTIVE RIGHTS: Shareholders shall have pre-emptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.

7. BUSINESS AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the corporation's By-Laws, including restric-

tions on the transfer of shares.

8. REGISTERED AGENT AND OFFICE: The initial registered agent is:

RACINE, OLSON, NYE, COOPER
& BUDGE, CHARTERED
Attorneys at Law

and the initial registered office is:

Center Plaza
Corner First & Center
Pocatello, Idaho 83201

9. BOARD OF DIRECTORS: There shall be no Board of Directors. Pursuant to Idaho Code §30-1-35 the powers and duties conferred or imposed upon the Board of Directors by the Idaho Business Corporation Act shall be exercised or performed by the President of the corporation as provided by the corporation's By-Laws.

10. INCORPORATORS: The names and addresses of each incorporator is:

Fred K. Reed
13735 Saratoga Avenue
Saratoga, California 95070

DATED this 27th day of June, 1985.

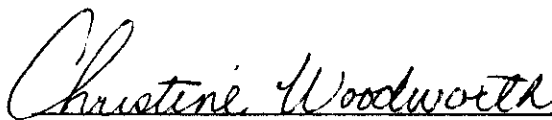


FRED K. REED

STATE OF IDAHO)
 : ss
County of Bannock)

On this 27th day of June, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared FRED K. REED, known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



NOTARY PUBLIC FOR IDAHO
Residing at Pocatello

(SEAL)