

State of Idaho

Department of State.

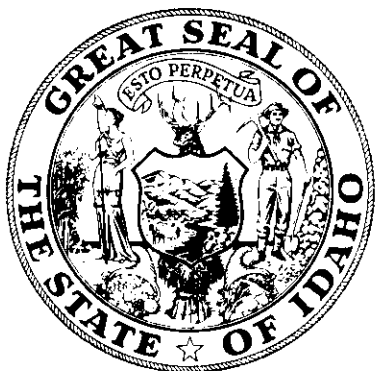
CERTIFICATE OF AUTHORITY OF

LOWE PIZZA CORPORATION

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

Dated June 23, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 the following statement:

1. The name of the corporation is Idaho Pizza Corporation
2. *The name which it shall use in Idaho is Idaho Pizza Corporation
3. It is incorporated under the laws of Nebraska
4. The date of its incorporation is August 21, 1979 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 1100 Commercial Federal Tower, 2120 So. 72nd St., Omaha, NE 68124
6. The address of its proposed registered office in Idaho is 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:
Operation of Pizza Restaurants
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Harlan Noddle</u>	<u>President</u>	<u>525 Ridgewood Ave, Omaha, NE 68114</u>
<u>James Farber</u>	<u>Vice President</u>	<u>1102 S. 92nd St., Omaha, NE 68124</u>
<u>William J. Theisen</u>	<u>Secretary</u>	<u>425 Fairacres Road, Omaha, NE 68132</u>
<u>Kevin J. Cloonan</u>	<u>Treasurer</u>	<u>15906 Frances Circle, Omaha, NE 68144</u>

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
<u>10,000</u>	<u>A</u>	<u>1.00</u>
_____	_____	_____
_____	_____	_____

(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
10,000	A	1.00

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 May 21, 19 80.

By Harlan J. Noddle

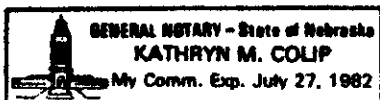
and William M. Quinn

Its _____ Secretary

STATE OF Nebraska)
)ss:
COUNTY OF Douglas)

I, Kathryn M. Colip, a notary public, do hereby certify that on this 21st day of May, 19 80, personally appeared before me Harlan J. Noddle, who being by me first duly sworn, declared that he is the President of Idaho Pizza Corporation.

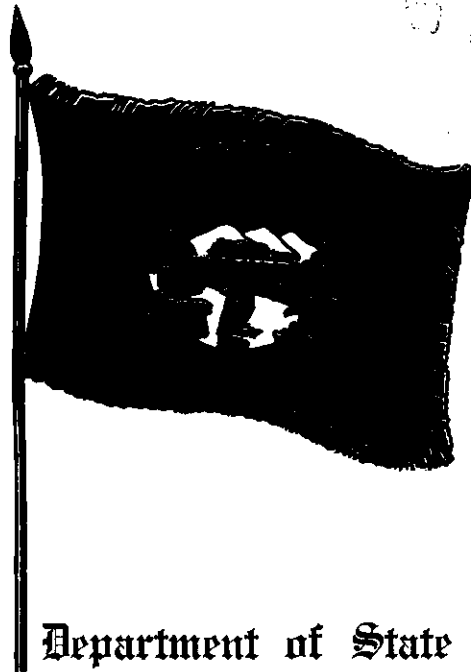
that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



Kathryn M. Colip
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.

STATE OF



NEBRASKA

Department of State

I, Allen J. Beermann, Secretary of State of the
State of Nebraska do hereby certify that

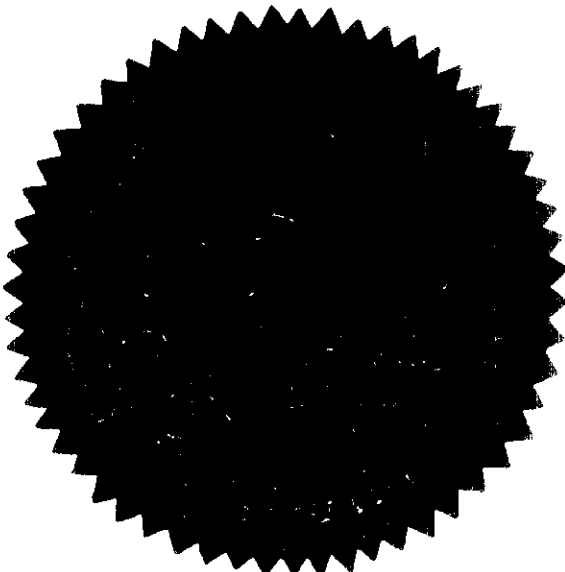
the attached is a true and correct copy of
the Articles of Incorporation of

IDAHO PIZZA CORPORATION

with its registered office located in Omaha,
Nebraska, as filed and recorded in this
office on August 21, 1979.

I further certify that said corporation
is in good standing as of this date.

In Testimony Whereof,



I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska.

Done at Lincoln this

Eleventh

day of June
in the year of our Lord, one thou-
sand nine hundred and eighty

Allen J. Beermann
SECRETARY OF STATE

DEPUTY

ARTICLES OF INCORPORATION

OF

IDAHO PIZZA CORPORATION

The undersigned natural person of the age of majority acting as incorporator under the Nebraska Business Corporation Act, as amended, does hereby adopt these Articles of Incorporation:

ARTICLE I

Name: The name of the Corporation is "Idaho Pizza Corporation".

ARTICLE II

Duration: The period of duration of the Corporation is perpetual beginning not earlier than August 20, 1979 and following the filing and recording of these Articles of Incorporation in the office of the Secretary of State of Nebraska.

ARTICLE III

Purposes and Powers: The purposes for which the Corporation is organized are to own and operate food establishments dispensing food for eat-in, take-out and alcoholic beverages under license at retail, and to transact any or all lawful business or undertake any commercial or other venture for which Corporations may be incorporated or organized under the Nebraska Business Corporation Act, as amended; and, for the effectuation of its purposes, the powers of the Corporation include without limitation all powers now or hereafter permitted to be exercised by incorporations and the power to do or perform to the fullest extent as might a natural person any act appropriate, convenient, or necessary to its purposes and not forbidden by applicable law to be done or performed by corporations.

ARTICLE IV

Shares: The Corporation has authority not limited by any pre-emptive or other rights of its shareholders to issue an aggregate of Ten Thousand Shares of Common Capital Stock of the par value

of One Dollar (\$1.00) each subject to any or all conditions and other terms with respect to the transfer thereof and other rights therein of its shareholders as set out in its By-Laws at the time of its acquisition by its shareholders or as from time to time thereafter adopted by the unanimous agreement of its shareholders.

ARTICLE V

Directors and Officers: The affairs and business of the Corporation are conducted and operated by a board of not fewer than three directors or of such lesser or greater number of directors as permitted by applicable law and determined from time to time as set out in its By-Laws and by a president, a vice president, a secretary, a treasurer, and any other officers or assistants thereto appropriate, convenient, or necessary to the conduct or operation of its affairs and business.

ARTICLE VI

By-Laws: The shareholders of the Corporation have authority to adopt its initial By-Laws with any provisions appropriate, convenient, or necessary to the government and regulation of its affairs and business and not forbidden by applicable law or inconsistent with these Articles of Incorporation; and its Board of Directors has authority from time to time thereafter to alter, amend, or revoke any or all parts of its By-Laws.

ARTICLE VII

Registered Office and Agent: Subject to change from time to time as permitted by applicable law, the street address of the initial registered office of the Corporation is 800 Omaha Tower Building, 2120 South 72 Street, Omaha, Nebraska, 68124; and also subject to change in like manner, the name of its initial registered agent at such address is Richard P. Jeffries.

Incorporator: The name and street address of the incorporator of the Corporation are Richard P. Jeffries, 800 Omaha Tower Building, 2120 South 22 Street, Omaha, Nebraska 68124.

ARTICLE IX

Amendment: The shareholders of the Corporation have authority from time to time to alter, amend, or revoke any or all parts of these Articles of Incorporation at any annual, regular, or special meeting by a vote of not fewer than two-thirds (2/3) in interest thereof or as otherwise permitted by applicable law.

DATED this 20th day of August, 1979.

Richard P. Jeffries, Incorporator

ARTICLES OF INCORPORATION
OF

Idaho Pizza Corporation
Omaha

perpetual

Filing	20.00
Recording	6.00

R. A.
Richard J. Jeffries
800 Omaha Tower Building
2120 South 72nd St.
Omaha, Neb. 68124

Fee-

55 AUG 21 1979

NOTARIAL PUBLIC
STATE OF IDAHO
COUNTY OF CLATSOP
My Comm. Expires _____

Notary Public