

FILED/EFFECTIVE

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CLERK OF STATE
STATE OF IDAHO

ARTICLES OF MERGER ARTICLE I

MAR 9 3 38 PM '01

A Plan of Merger was adopted by Spud, Sr., Inc., an Idaho corporation, incorporated on April 30, 1981, Spud, Jr., Inc., an Idaho corporation incorporated on April 30, 1981, Spud, Inc., an Idaho corporation incorporated June 27, 1983, and The Idaho Pizza Company, Inc., an Idaho corporation incorporated on May 28, 1982, a true and correct copy of which is attached hereto is Exhibit A, and by this reference made a part hereof.

ARTICLE II

The Plan of Merger was unanimously approved by the shareholders of Spud, Sr., Inc., on October 1, 2000, as follows:

Total number of shares issued and outstanding: 75,000 shares of common voting stock.
Number of shares entitled to be cast by the shareholders holding common stock: 75,000
Number of votes cast for the plan: 75,000
Number of votes cast against the plan: 0

ARTICLE III

The Plan of Merger was unanimously approved by the shareholders of Spud, Jr., Inc., on October 1, 2000, as follows:

Total number of shares issued and outstanding: 250,000 shares of common voting stock.
Number of shares entitled to be cast by the shareholders holding common stock: 250,000
Number of votes cast for the plan: 250,000
Number of votes cast against the plan: 0

ARTICLE IV

The Plan of Merger was unanimously approved by the shareholders of Spud, Inc., on October 1, 2000, as follows:

Total number of shares issued and outstanding: 4,000 shares of common voting stock.
Number of shares entitled to be cast by the shareholders holding common stock: 4,000
Number of votes cast for the plan: 4,000
Number of votes cast against the plan: 0

ARTICLE V

The Plan of Merger was unanimously approved by the shareholders of The Idaho Pizza Company, on October 1, 2000, as follows:

Total number of shares issued and outstanding: 1,000 shares of common voting stock.
Number of shares entitled to be cast by the shareholders holding common stock: 1,000
Number of votes cast for the plan: 1,000
Number of votes cast against the plan: 0

IDAHO SECRETARY OF STATE

03/22/2001 09:00
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ARTICLE VI

As a result of the merger there are no amendments or changes in the Articles of Incorporation of the surviving corporation, Spud, Sr., Inc., except that from this date forward it shall be known as and be deemed to have changed its name to the Idaho Pizza Company, Inc.

ARTICLE VII

There are no new corporations to be created pursuant to the Plan of Merger.

ARTICLE VIII

An executed and approved Plan of Merger is on file at the office of the surviving corporation, the Idaho Pizza Company, Inc., formerly known as Spud, Sr., Inc., whose address is 4204 Overland Road, Boise, Idaho.

ARTICLE IX

A copy of the Plan of Merger will be furnished by the surviving corporation, The Idaho Pizza Company, Inc. formerly known as Spud, Sr., Inc., an Idaho corporation, upon request and without cost, to any shareholder of each corporation that is a party to the merger.

ARTICLE X

The Plan of Merger in the performance of its terms have been duly authorized by all action required by the laws under which each party hereto was incorporated, and by its constituent documents.

EFFECTIVE the 1st day of October, 2000.

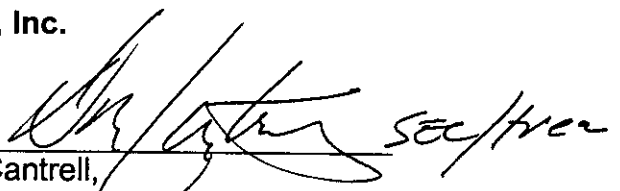
Spud, Sr., Inc.


Don Cantrell,
Secretary/Treasurer

Spud, Jr., Inc.


Don Cantrell,
Secretary/Treasurer

Spud, Inc.



Don Cantrell,
Secretary/Treasurer

The Idaho Pizza Company, Inc.



Don Cantrell,
Secretary/Treasurer

PLAN OF MERGER

This Plan of Merger is effective as of October 1, 2000, as entered into by and between Spud, Sr., Inc., an Idaho corporation ("Spud, Sr."), Spud, Jr., Inc., an Idaho corporation ("Spud, Jr."), Spud, Inc., an Idaho corporation ("Spud"), and The Idaho Pizza Company, Inc., an Idaho corporation ("Idaho Pizza Company").

RECITALS

A. Spud, Sr. was incorporated on the 30th day of April, 1981, in accordance with the provisions of the Idaho Business Corporation Act; and,

B. Spud, Jr. was incorporated on the 30th day of April, 1981, in accordance with the provisions of the Idaho Business Corporation Act; and,

C. Spud was incorporated on the 27th day of June, 1983, in accordance with the provisions of the Idaho Business Corporation Act; and,

D. The Idaho Pizza Company was incorporated on the 28th day of May, 1982, in accordance with the provisions of the Idaho Business Corporation Act; and,

E. Spud, Sr., Spud, Jr., Spud, and The Idaho Pizza Company desire to enter into this Plan of Merger whereby the four corporations will merge and become one corporation with Spud, Sr. being the surviving corporation in the merger.

F. Spud, Sr. as part the merger shall change its name to the Idaho Pizza Company, Inc. as a result of the merger.

NOW, THEREFORE, in accordance with the provisions of Section 30-1-1101 of the Idaho Business Corporation Act, the parties hereto in and for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, hereby enter into the following agreement and Plan of Merger:

1. The Name of Each Corporation that is a Party to the Merger:

a. Spud, Sr., Inc., an Idaho corporation incorporated on April 30, 1981.

b. Spud, Jr., Inc., an Idaho corporation incorporated on April 30, 1981.

c. Spud, Inc., an Idaho corporation incorporated on June 27, 1983.

d. The Idaho Pizza Company, Inc., an Idaho corporation incorporated on May 28, 1982.

2. The Name of the Corporation that shall Survive the Merger:

Spud, Sr., Inc. an Idaho corporation shall survive the merger, but shall change its to name to the Idaho Pizza Company, Inc.

3. The Name of Each New Corporation or Other Entity that Will Be Created under the Terms of this Plan of Merger:

None.

4. The Manner and Basis of Allocating and Investing the Real Estate and Other Property for each Corporation that is a Party to the Merger:

All property now held or hereafter acquired by Spud, Jr., Spud or The Idaho Pizza Company shall, on the date of the merger, shall be transferred to and become a part of the property owned by Spud, Sr., Inc., which will hereinafter be known as the Idaho Pizza Company, Inc.

5. The Name of the Surviving Corporation to be Obligated for Payment of the Fair Value of any Shares held by a Shareholder that is a Party to the Merger and who has Complied with the Requirements of Section 30-1-1101 of the Idaho Business Corporation Act:

Spud, Sr., Inc., which will be known as the Idaho Pizza Company, Inc. after the merger.

6. The Manner and Basis of Allocating Liabilities and Obligations:

All liabilities and obligations of Spud, Jr., Spud, and The Idaho Pizza Company shall, on the date of the merger, be assumed by Spud, Sr., Inc. an Idaho corporation, the surviving corporation in the merger, to be fully discharged and paid with the same obligation and to the same extent that Spud, Jr., Spud, and The Idaho Pizza Company are obligated on those liabilities on the date of merger.

7. The Manner and Basis of Converting Shares:

On the date of merger, Spud, Sr. will distribute to the shareholders of Spud, Jr., Spud and The Idaho Pizza Company one (1) share of the authorized but unissued common voting stock of Spud, Sr., Inc. in exchange for and in full redemption of each share of Spud, Jr., Spud and The Idaho Pizza Company then held by shareholders of record on the date of merger.

8. Articles of Incorporation of any New Corporation to be created by the terms of this Plan of Merger:

No new corporation is to be created under the terms of this Plan of Merger.

9. **Subject to Approval of Shareholders:**

This Plan of Merger is subject to the approval of the shareholders of Spud, Sr., Spud, Jr., Spud, and The Idaho Pizza Company in accordance with the terms and provisions of the Idaho Business Corporation Act.

10. **Date of Merger:**

The effective date of the merger, if approved by the shareholders, shall be October 1, 2000.

SPUD, SR., INC.


By: Don Cantrell
Its: Secretary/Treasurer

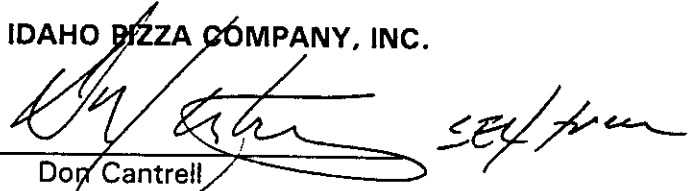
SPUD, JR., INC.


By: Don Cantrell
Its: Secretary/Treasurer

SPUD, INC.


By: Don Cantrell
Its: Secretary/Treasurer

THE IDAHO PIZZA COMPANY, INC.


By: Don Cantrell
Its: Secretary/Treasurer