

474198

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of merger of IDAHO KFC, INC., an Idaho corporation into GIL'S ENTERPRISES, INC., a Washington Corporation, 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 merger, and attach hereto a duplicate original of the Articles of merger.

Dated: December 31, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl Redman
Corporation Clerk

**ARTICLES OF MERGER
OF IDAHO KFC, INC.**

INTO

GIL'S ENTERPRISES, INC.

Pursuant to the provisions of Sections 30-1-75 and 30-1-77 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging a subsidiary corporation into the undersigned as the surviving corporation:

DEC 30 10 41 AM '91
SECRETARY OF STATE

FIRST: The undersigned foreign corporation is incorporated under the laws of Washington and the laws of such jurisdiction permit such a merger.

SECOND: The Plan of Merger set forth on the attached Exhibit A was adopted by the undersigned corporation in the manner prescribed by the laws of the jurisdiction under which it is organized.

THIRD: The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:

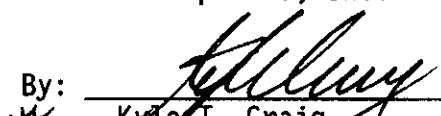
<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Surviving Corporation</u>
Idaho KFC, Inc.	50	Common	50

FOURTH: Shareholder approval of the Plan of Merger was not required since all of the shares of Idaho KFC, Inc. are owned by Gil's Enterprises, Inc.

FIFTH: The undersigned corporation hereby (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of the rights of a dissenting shareholder of the above-mentioned subsidiary corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

Dated: December 20, 1991.

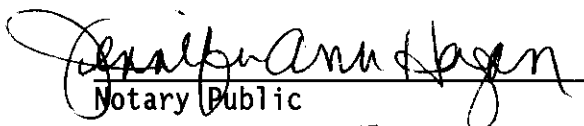
Gil's Enterprises, Inc.

By: 
mkt Kyle T. Craig
Its: President

and 
mkt ~~R. Scott Toop~~ Mary Ann Clark
Its: ~~Secretary~~ Assistant Secretary

STATE OF KENTUCKY)
) ss
COUNTY OF JEFFERSON)

I, Jennifer Ann Hagan, a notary public, do hereby certify that on this 20th day of December, 1991, personally appeared before me Kyle T. Craig, who, being by me first duly sworn, declared that he is the President of Kentucky Fried Chicken of California, Inc. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.


Notary Public

Jennifer Ann Hagan
Notary Public, State at Large, KY.
My commission expires Sept. 9, 1992

PLAN OF MERGER

FIRST: Gil's Enterprises, Inc., a corporation organized under the laws of the State of Washington, shall merge with and assume the liabilities and obligations of Kentucky Fried Chicken of Seattle, Inc., a corporation organized under the laws of the State of Washington, and Idaho KFC, Inc., a corporation organized under the laws of the State of Idaho. The name of the surviving corporation is Gil's Enterprises, Inc.

SECOND: The presently issued and outstanding shares of stock of Kentucky Fried Chicken of Seattle, Inc. and Idaho KFC, Inc., the merging corporations, all of which are owned by Gil's Enterprises, Inc., the surviving corporation, shall be surrendered and cancelled. No shares of stock of the surviving corporation shall be issued in exchange therefor.

THIRD: The Certificate of Incorporation of Gil's Enterprises, Inc. shall be the Certificate of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Certificate of Incorporation because of the merger.

FOURTH: The by-laws of Gil's Enterprises, Inc. shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of Gil's Enterprises, Inc. shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are duly elected and qualified.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective on December 30, 1991.