

FILED EFFECTIVE

2003 FEB 24 AM 10:00
OFFICE OF STATE
CLERK
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
SHAVER INVESTMENTS, 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 SHAVER INVESTMENTS, 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, own and operate a Quizno's Restaurant, and do all things incidental thereto 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 1000 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 restrictions on the transfer of shares.
8. **REGISTERED AGENT AND OFFICE:** The initial registered agent is: CAMILLE D. SHAVER, and the initial registered office is: 1356 City Creek Road, Pocatello, Idaho 83204.
9. **BOARD OF DIRECTORS:** There shall be no Board of Directors. Pursuant to Idaho Code §§ 30-1-801 and 30-1-732 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 officers of the

IDAHO SECRETARY OF STATE
02/24/2003 05:00
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corporation elected by the shareholders as provided by the corporation's By Laws.

10. **INCORPORATORS:** The name and address of each incorporator is:

Camille D. Shaver
1356 City Creek Road
Pocatello, Idaho 83204


DATED this 20 day of February, 2003.


CAMILLE D. SHAVER

STATE OF IDAHO)
 : ss
County of Bannock)

On this 20th day of February, 2003, before me, the undersigned, a Notary Public in and for said State, personally appeared Camille D. Shaver, known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that she 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
My Commission Expires: 8/18/2006

