

**CERTIFICATE OF INCORPORATION  
OF**

**BIG BEN'S GOLDEN WHEEL, 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 28, 1989**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION  
OF  
BIG BEN'S GOLDEN WHEEL, INC.

RECEIVED  
SEC. OF STATE  
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I.

The name of the corporation shall be Big Ben's Golden Wheel, Inc.

II.

The period of its duration shall be perpetual.

III.

The objects and purposes for which this corporation is formed shall be and are:

(a) To engage in the restaurant business.

(b) To acquire by purchase, lease or otherwise hold, improve, develop, let, sell and generally deal in real properties of all kinds and rights and interests therein.

(c) To borrow money and otherwise incur indebtedness, without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other evidences of indebtedness, negotiable and non-negotiable, whether secured or unsecured.

(d) For the purpose of securing all or any part of its contracts, obligations, or liabilities to convey, transfer, assign, deliver, mortgage, pledge, or otherwise hypothecate all or any part of the property or assets at any time held or owned by this corporation.

IV.

It shall have authority to issue 10,000 shares, all in one class, with a par value of \$1.00 per share.

V.

The address of its initial registered office is 9th and Grove Street, Parma, Idaho 83660, the principal place of business of the corporation. The name of its initial registered agent at such address is Mary Padilla.


VI.

The number of directors constituting its initial board of directors is four, whose names and addresses are as follows:

|                |                  |                                  |
|----------------|------------------|----------------------------------|
| President      | Mary Padilla     | P.O. Box 201<br>Parma, ID 83660  |
| Vice President | Jimmy Desaro     | 1625 Longmont<br>Boise, ID 83706 |
| Secretary      | Eleanor Desaro   | 1625 Longmont<br>Boise, ID 83706 |
| Treasurer      | Benjamin Padilla | P.O. Box 201<br>Parma, ID 83660  |

VII.

The initial incorporators are the same as the initial board of directors. Dated this 3rd day of April, 1989.

  
Mary Padilla

  
Jimmy Desaro

  
Eleanor Desaro

  
Benjamin Padilla