

AGREEMENT OF MERGER, dated this 15th day of February, 1974 made by and between DAUM INDUSTRIES, INC., a Nevada corporation, and CHEESE TORTES & SORTS, INC., an Idaho corporation, and D & K HOLDING, INC., a Nevada corporation, and DEVILISH CHEESE, INC., an Alaska corporation, and DEVILISH CHEESE OF KANSAS, INC., a Kansas corporation, and DEVILISH CHEESE OF MARYSVILLE, INC., a California corporation, and DEVILISH CHEESE OF NEBRASKA, INC., a Nebraska corporation, and DEVILISH CHEESE OF OREGON, INC., an Oregon corporation, and DEVILISH CHEESE OF SACRAMENTO, INC., a California corporation, and DEVILISH CHEESE OF SUNRISE, INC., a California corporation, and KELLYS SPORTING GOODS, INC., a California corporation, and KELLYS SPORTING GOODS, INC., an Idaho corporation, and KELLYS SPORTING GOODS, INC., a Washington corporation, and NIBBLES & SNIBBLES, INC., an Idaho corporation, and THE THOROUGHbred, INC., a Washington corporation, and THE THOROUGHbred RESTAURANT, INC., a California corporation.

WITNESSETH that:

WHEREAS the board of directors of each of said corporations, parties hereto, in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the welfare of said corporations and their respective stockholders, that DAUM INDUSTRIES, INC., merge into itself CHEESE TORTES & SORTS, INC., an Idaho corporation, and D & K HOLDING, INC., a Nevada corporation, and DEVILISH CHEESE, INC., an Alaska corporation, and DEVILISH CHEESE OF KANSAS, INC., a Kansas corporation, and DEVILISH CHEESE OF MARYSVILLE, INC., a California corporation, and

DEVILISH CHEESE OF NEBRASKA, INC., a Nebraska corporation, and DEVILISH CHEESE OF OREGON, INC., an Oregon corporation, and DEVILISH CHEESE OF SACRAMENTO, INC., a California corporation, and DEVILISH CHEESE OF SUNRISE, INC., a California corporation, and KELLYS SPORTING GOODS, INC., a California corporation, and KELLYS SPORTING GOODS, INC., an Idaho corporation, and KELLYS SPORTING GOODS, INC., a Washington corporation, and NIBBLES & SNIBBLES, INC., an Idaho corporation, and THE THOROUGHbred, INC., a Washington corporation, and THE THOROUGHbred RESTAURANT, INC., a California corporation, as authorized by the statutes of the State of Nevada and by the statutes of each state in which each of the constituent corporations have been incorporated; and

WHEREAS, said DAUM INDUSTRIES, INC. filed its Certificate of Incorporation in the office of the Nevada Secretary of State on September 17, 1965, and filed a copy thereof, certified by the Nevada Secretary of State, in the office of the County Clerk of the County of Washoe on September 21, 1965, and has an authorized capital stock consisting of seven million five hundred thousand (7,500,000) shares of common stock, amounting in the aggregate to Seven Million Five Hundred Thousand (\$7,500,000.00) Dollars, of which capital stock two million (2,000,000) shares are now issued and outstanding; and

WHEREAS, D & K HOLDING, INC., a Nevada corporation, filed its Certificate of Incorporation in the office of the Nevada Secretary of State on February 22, 1972, and filed a copy thereof, certified by the Nevada Secretary of State, in the office of the County Clerk of the County of Washoe on February 24, 1972, and has an authorized capital stock consisting

of twenty five thousand (25,000) shares of common stock, amounting in the aggregate to Twenty Five Thousand (\$25,000.00) Dollars, of which capital stock one thousand (1,000) shares are now issued and outstanding; and

WHEREAS, each constituent corporation party to this merger has complied with the corporate statutes of the jurisdictions of their respective domiciles through the proper filings made to effectuate and perfect their incorporations; and

WHEREAS, the principal offices of DAUM INDUSTRIES, INC. and D & K HOLDING, INC. in the State of Nevada are located at One East First Street in the City of Reno, County of Washoe, and the name and address of their resident agent is The Corporation Trust Company of Nevada.

NOW, THEREFORE, the corporation, parties to this agreement, by and between their respective board of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that CHEESE TORTES & SORTS, INC., an Idaho corporation, and D & K HOLDING, INC., a Nevada corporation, and DEVILISH CHEESE, INC., an Alaska corporation, and DEVILISH CHEESE OF KANSAS, INC., a Kansas corporation, and DEVILISH CHEESE OF MARYSVILLE, INC., a California corporation, and DEVILISH CHEESE OF NEBRASKA, INC., a Nebraska corporation, and DEVILISH CHEESE OF OREGON, INC., an Oregon corporation, and DEVILISH CHEESE OF SACRAMENTO, INC., a California corporation, and DEVILISH CHEESE OF SUNRISE, INC., a California corporation, and KELLYS SPORTING GOODS, INC., a California corporation, and KELLYS SPORTING GOODS, INC., an

Idaho corporation, and KELLYS SPORTING GOODS, INC., a Washington corporation, and NIBBLES & SNIBBLES, INC., an Idaho corporation, and THE THOROUGHbred, INC., a Washington corporation, and THE THOROUGHbred RESTAURANT, INC., a California corporation, shall be merged with and into DAUM INDUSTRIES, INC. pursuant to the Nevada Revised Statutes and pursuant to the corporation statutes of each respective state of domicile of the constituent corporations, and do hereby agree upon and prescribe the terms and conditions of said merger and of carrying the same into effect, and the manner and basis causing the shares of each of the constituent corporations to constitute or be converted into shares of the surviving corporation, as hereinafter set forth:

FIRST: DAUM INDUSTRIES, INC., a Nevada corporation, hereby merges with and into itself CHEESE TORTES & SORTS, INC., an Idaho corporation, and D & K HOLDING, INC., a Nevada corporation, and DEVILISH CHEESE, INC., an Alaska corporation, and DEVILISH CHEESE OF KANSAS, INC., a Kansas corporation, and DEVILISH CHEESE OF MARYSVILLE, INC., a California corporation, and DEVILISH CHEESE OF NEBRASKA, INC., a Nebraska corporation, and DEVILISH CHEESE OF OREGON, INC., an Oregon corporation, and DEVILISH CHEESE OF SACRAMENTO, INC., a California corporation, and DEVILISH CHEESE OF SUNRISE, INC., a California corporation, and KELLYS SPORTING GOODS, INC., a California corporation, and KELLYS SPORTING GOODS, INC., an Idaho corporation, and KELLYS SPORTING GOODS, INC., a Washington corporation, and NIBBLES & SNIBBLES, INC., an Idaho corporation, and THE THOROUGHbred, INC., a Washington corporation, and THE THOROUGHbred RESTAURANT, INC.,

a California corporation, and said DAUM INDUSTRIES, INC. shall be the surviving corporation.

SECOND: The laws of the jurisdictions under which each constituent corporation is organized permit such merger.

THIRD: The Articles of Incorporation of the surviving corporation are to be and remain the Articles of the surviving corporation and are not being amended as part of this merger transaction.

FOURTH: The terms and conditions of the merger are as follows:

Until altered, amended or repealed, as therein provided, the By-Laws of DAUM INDUSTRIES, INC., as in effect on the date of filing this Agreement of Merger, shall be the By-Laws of the surviving corporation.

The first board of directors of the surviving corporation after the date of filing this Agreement of Merger in the office of the Nevada Secretary of State shall be the directors of DAUM INDUSTRIES, INC. in office on said date, and their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Harry M. Daum	Route 1, Parma, Idaho 83660
Kathleen Mary Ellen Daum	Route 1, Parma, Idaho 83660
Thomas A. Troy	612 S. Powerline, Nampa, Idaho 83651
J. R. Sparrowe	304 Sunrise Rim Road, Nampa, Idaho 83651

The first regular meeting of the board of directors of the corporation to be held after the date when this agreement shall become effective may be called or may convene in the manner provided in the By-Laws of the corporation and may be held at the time and place specified in the notice of the meeting.

The first annual meeting of the shareholders of the surviving corporation held after the date of the filing of this Agreement of Merger in the office of the Secretary of State of Nevada shall be the annual meeting provided or to be provided by the By-Laws thereof for the year 1974.

The surviving corporation shall pay all expenses of carrying this Agreement of Merger into effect and of accomplishing the merger.

Upon the date when this agreement shall become effective, the separate existence of CHEESE TORTES & SORTS, INC., an Idaho corporation, and D & K HOLDING, INC., a Nevada corporation, and DEVILISH CHEESE, INC., an Alaska corporation, and DEVILISH CHEESE OF KANSAS, INC., a Kansas corporation, and DEVILISH CHEESE OF MARYSVILLE, INC., a California corporation, and DEVILISH CHEESE OF NEBRASKA, INC., a Nebraska corporation, and DEVILISH CHEESE OF OREGON, INC., an Oregon corporation, and DEVILISH CHEESE OF SACRAMENTO, INC., a California corporation, and DEVILISH CHEESE OF SUNRISE, INC., a California corporation, and KELLYS SPORTING GOODS, INC., a California corporation, and KELLYS SPORTING GOODS, INC., an Idaho corporation, and KELLYS SPORTING GOODS, INC., a Washington corporation, and NIBBLES & SNIBBLES, INC., an Idaho corporation, and THE THOROUGHbred, INC., a Washington corporation, and THE THOROUGHbred RESTAURANT, INC., a California corporation, shall cease, and the constituent

corporations shall be merged into DAUM INDUSTRIES, INC., the surviving corporation, in accordance with the provisions of this agreement, which corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to each of such corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the constituent corporations shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations, and the title to any real or personal property, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time of the merger, and all debts, liabilities and duties of each of the merged constituent corporations shall thenceforth attach to the said surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties

had been incurred or contracted by it.

If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of any of the merged constituent corporations, the proper officers and directors of any of said corporations shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Agreement of Merger.

Anything herein or elsewhere to the contrary notwithstanding, this agreement may be terminated and abandoned by mutual consent of the boards of directors of any constituent corporation at any time prior to the effective date of the Agreement of Merger which date shall be considered as the date the agreement is filed with the Nevada Secretary of State.

FIFTH: The manner of converting the shares of the constituent corporations into shares of the surviving corporation shall be as follows:

Forthwith upon the Agreement of Merger becoming effective:

(a) Each certificate representing common shares of CHEESE TORTES & SORTS, INC., an Idaho corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every five (5) common shares of said CHEESE TORTES & SORTS, INC. previously held by him.

(b) Each certificate representing common shares of D & K HOLDING, INC., a Nevada corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every one (1) common share of said D & K HOLDING, INC. previously held by him.

(c) Each certificate representing common shares of DEVILISH CHEESE, INC., an Alaska corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every ten (10) common shares of said DEVILISH CHEESE, INC. previously held by him.

(d) Each certificate representing common shares of DEVILISH CHEESE OF KANSAS, INC., a Kansas corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every five (5) common shares of said DEVILISH CHEESE OF KANSAS, INC. previously held by him.

(e) Each certificate representing common shares of DEVILISH CHEESE OF MARYSVILLE, INC., a California corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every one-half ($\frac{1}{2}$) common share of said DEVILISH CHEESE OF MARYSVILLE, INC. previously held by him.

(f) Each certificate representing common shares of DEVILISH CHEESE OF NEBRASKA, INC., a Nebraska corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every five (5) common shares of said DEVILISH CHEESE OF NEBRASKA, INC. previously held by him.

(g) Each certificate representing common shares of DEVILISH CHEESE OF OREGON, INC., an Oregon corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every five (5) common shares of said DEVILISH CHEESE OF OREGON, INC. previously held by him.

(h) Each certificate representing common shares of DEVILISH CHEESE OF SACRAMENTO, INC., a California corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every five (5) common shares of said DEVILISH CHEESE OF SACRAMENTO, INC. previously held by him.

(i) Each certificate representing common shares of DEVILISH CHEESE OF SUNRISE, INC., a California corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every five (5) common shares of said DEVILISH CHEESE OF SUNRISE, INC. previously held by him.

(j) Each certificate representing common shares of KELLYS SPORTING GOODS, INC., a California corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every five (5) common shares of said KELLYS SPORTING GOODS, INC., previously held by him.

(k) Each certificate representing common shares of KELLYS SPORTING GOODS, INC., an Idaho corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every ten (10) common shares of said KELLYS SPORTING GOODS, INC., previously held by him.

(l) Each certificate representing common shares of KELLYS SPORTING GOODS, INC., a Washington corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every five (5) common shares of said KELLYS SPORTING GOODS, INC. previously held by him.

(m) Each certificate representing common shares of NIBBLES & SNIBBLES, INC., an Idaho corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every five (5) common shares of said NIBBLES & SNIBBLES, INC., previously held by him.

(n) Each certificate representing common shares of THE THOROUGHbred, INC., a Washington corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every one-half ($\frac{1}{2}$) common share of said THE THOROUGHbred, INC., previously held by him.

(o) Each certificate representing common shares of THE THOROUGHbred RESTAURANT, INC., a California corporation, shall be surrendered to the surviving corporation, and each holder of shares of such class shall be entitled to receive in exchange therefor a certificate representing one (1) common share of said surviving corporation for every one-half ($\frac{1}{2}$) common share of said THE THOROUGHbred RESTAURANT, INC., previously held by him.

SIXTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class with regard to the merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class Designation of Class</u>	<u>Number of Shares</u>
DAUM INDUSTRIES, INC.	2,000,000	Common	2,000,000
CHEESE TORTES & SORTS, INC.	5,000	Common	5,000
D & K HOLDING, INC.	1,000	Common	1,000
DEVILISH CHEESE, INC.	10,000	Common	10,000
DEVILISH CHEESE OF KANSAS, INC.	5,000	Common	5,000
DEVILISH CHEESE OF MARYSVILLE, INC.	500	Common	500
DEVILISH CHEESE OF NEBRASKA, INC.	5,000	Common	5,000
DEVILISH CHEESE OF OREGON, INC.	5,000	Common	5,000
DEVILISH CHEESE OF SACRAMENTO, INC.	5,000	Common	5,000

DEVILISH CHEESE OF SUNRISE, INC.	5,000	Common	5,000
KELLYS SPORTING GOODS, INC. (California)	5,000	Common	5,000
KELLYS SPORTING GOODS, INC. (Idaho)	10,000	Common	10,000
KELLYS SPORTING GOODS, INC. (Washington)	5,000	Common	5,000
NIBBLES & SNIBBLES, INC.	5,000	Common	5,000
THE THOROUGHBRED, INC.	500	Common	500
THE THOROUGHBRED RESTAURANT, INC.	500	Common	500

SEVENTH: As to each of the undersigned corporations, the total number of shares voted for and against the merger, respectively, and, as to each class entitled to vote thereon as a class, the number of such class voted for and against such merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Number of Shares Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
DAUM INDUSTRIES, INC.	2,000,000	0	Common	2,000,000	0
CHEESE TORTES & SORTS, INC.	5,000	0	Common	5,000	0
D & K HOLDING, INC.	1,000	0	Common	1,000	0
DEVILISH CHEESE, INC.	10,000	0	Common	10,000	0
DEVILISH CHEESE OF KANSAS, INC.	5,000	0	Common	5,000	0
DEVILISH CHEESE OF MARYSVILLE, INC.	500	0	Common	500	0
DEVILISH CHEESE OF NEBRASKA, INC.	5,000	0	Common	5,000	0

DEVILISH CHEESE OF OREGON, INC.	5,000	0	Common	5,000	0
DEVILISH CHEESE OF SACRAMENTO, INC.	5,000	0	Common	5,000	0
DEVILISH CHEESE OF SUNRISE, INC.	5,000	0	Common	5,000	0
KELLYS SPORTING GOODS, INC. (California)	5,000	0	Common	5,000	0
KELLYS SPORTING GOODS, INC. (Idaho)	10,000	0	Common	10,000	0
KELLYS SPORTING GOODS, INC. (Washington)	5,000	0	Common	5,000	0
NIBBLES & SNIBBLES, INC.	5,000	0	Common	5,000	0
THE THOROUGHBRED, INC.	500	0	Common	500	0
THE THOROUGHBRED RESTAURANT, INC.	500	0	Common	500	0

EIGHTH: The mode of carrying this Agreement of Merger into effect is as follows:

This agreement, after having been approved by a majority vote of the Board of Directors of each corporation, party hereto, shall be submitted to the shareholders of each of said corporations at a meeting of each, duly called separately in the manner prescribed by the governing laws of the respective states of incorporation of each constituent corporation, and if at such meetings separately held, the holders of sufficient voting power of all shareholders of each corporation shall vote for the adoption of the agreement in compliance with the statutory requirements of the states of incorporation of each constituent corporation, that fact shall be certified on the agreement by the secretary or assistant secretary of each corporation, and the

agreement so adopted and certified, shall be properly executed by each of the constituent corporations, by the majority of directors composing each respective Board of Directors and by the president and secretary or assistant secretary of each of said corporations, and properly acknowledged in accordance with the appropriate statutory requirements of the respective states of incorporation, whereupon it shall be delivered to the proper state department in each of the states of incorporation of the respective constituent corporations for filing.

NINTH: DAUM INDUSTRIES, INC., the surviving corporation hereby:

(a) Agrees that it may be served with process in the State of Alaska in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation;

(b) Appoints the Commissioner of Commerce of Alaska 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 Alaska Business Corporation Act with respect to the rights of dissenting shareholders.

TENTH: DAUM INDUSTRIES, INC., the surviving corporation may be served with process in the State of Kansas in any proceeding for enforcement of any obligation of DEVILISH CHEESE OF KANSAS, INC. as well as for enforcement of any obligation of the surviving

corporation arising from the merger, including any suit or other proceeding to enforce the right of any dissenting stockholder as determined pursuant to the provisions of the General Corporation Code of the State of Kansas, and it does hereby irrevocably appoint the Secretary of State of Kansas as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Kansas is P. O. Box 9, Nampa, Idaho 83651 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Kansas duplicate copies of such process, one of which copies the Secretary of State of Kansas shall forthwith send by registered mail to said DAUM INDUSTRIES, INC. at the above address.

ELEVENTH: DAUM INDUSTRIES, INC., the surviving corporation hereby:

(a) Agrees that it may be served with process in the State of Nebraska in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation;

(b) Appoints the Secretary of State of Nebraska 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 Nebraska Business Corporation Act with respect to the rights of dissenting shareholders.

TWELFTH: It is agreed that, upon and after the issuance of a Certificate of Merger by the Corporation Commissioner of the State of Oregon;

(a) The surviving corporation may be served with process in the State of Oregon in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Oregon which is a party to the merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Oregon against the surviving or new corporation;

(b) The Corporation Commissioner of Oregon is hereby irrevocably appointed as its agent to accept service of process in any proceeding;

(c) The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Oregon which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Oregon Business Corporation Law with respect to the rights of dissenting shareholders.

THIRTEENTH: DAUM INDUSTRIES, INC., the surviving corporation hereby:

(a) Agrees that it may be served with process in the State of Washington in any proceeding for the enforcement of any

obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation;

(b) Appoints the Secretary of State of Washington 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 Washington Business Corporation Act with respect to the rights of dissenting shareholders.


IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by agreement and resolution adopted by their respective Boards of Directors have caused these presents to be executed by a majority of the directors of each party hereto and attested by the Secretary or Assistant Secretary of each party hereto, and the corporate seal affixed.

DAUM INDUSTRIES, INC.

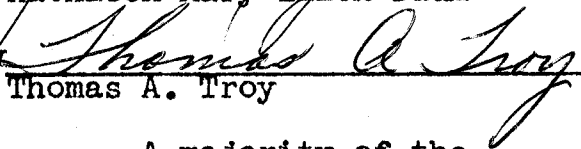
By


Harry M. Daum

By


Kathleen Mary Ellen Daum

By


Thomas A. Troy

(Corporate Seal)

A majority of the
Board of Directors

ATTEST:


J. R. Sparrowe - Secretary

CHEESE TORTES & SORTS, INC.

By Harry M. Daum

By Kathleen Mary Ellen Daum

(Corporate Seal)

A majority of the
Board of Directors

ATTEST:

Robert H. Copple Secretary

DEVILISH CHEESE, INC.

By Harry M. Daum

By Kathleen Mary Ellen Daum

(Corporate Seal)

A majority of the
Board of Directors

ATTEST:

Robert H. Copple Secretary

DEVILISH CHEESE OF KANSAS, INC.

By Harry M. Daum

By Kathleen Mary Ellen Daum

(Corporate Seal)

A majority of the
Board of Directors

ATTEST:


Robert H. Copple Secretary

DEVILISH CHEESE OF MARYSVILLE, INC.

By


Harry M. Daum

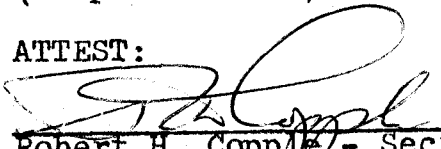
By


Kathleen Mary Ellen Daum

(Corporate Seal)

A majority of the
Board of Directors

ATTEST:



Robert H. Copple - Secretary

DEVILISH CHEESE OF SACRAMENTO, INC.

By


Harry M. Daum

By


Kathleen Mary Ellen Daum

(Corporate Seal)

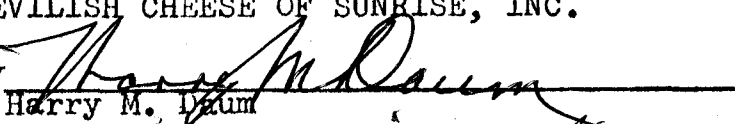
A majority of the
Board of Directors

ATTEST:



Robert H. Copple - Secretary

DEVILISH CHEESE OF SUNRISE, INC.

By


Harry M. Daum

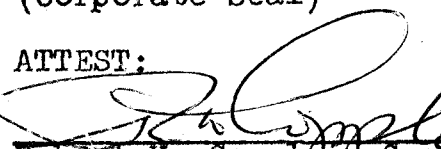
By


Kathleen Mary Ellen Daum

(Corporate Seal)

A majority of the
Board of Directors

ATTEST:


Robert H. Copple - Secretary

DEVILISH CHEESE OF NEBRASKA, INC.

By

Harry M. Daum

By

Kathleen Mary Ellen Daum

(Corporate Seal)

ATTEST:

Robert H. Copple Secretary

A majority of the
Board of Directors

DEVILISH CHEESE OF OREGON, INC.

By

Harry M. Daum

By

Kathleen Mary Ellen Daum

(Corporate Seal)

ATTEST:

Robert H. Copple Secretary

A majority of the
Board of Directors

NIBBLES & SNIBBLES, INC.

By

Harry M. Daum

By

Kathleen Mary Ellen Daum

(Corporate Seal)

ATTEST:

Robert H. Copple Secretary

A majority of the
Board of Directors

KELLYS SPORTING GOODS, INC. (Idaho)

By Cecil J. Kelly
Cecil J. Kelly

By Harry M. Daum
Harry M. Daum

(Corporate Seal)

A majority of the
Board of Directors

ATTEST:

Kathleen Mary Ellen Daum
Kathleen Mary Ellen Daum
Assistant Secretary

KELLYS SPORTING GOODS, INC. (Washington)

By Cecil J. Kelly
Cecil J. Kelly

By Harry M. Daum
Harry M. Daum

(Corporate Seal)

A majority of the
Board of Directors

ATTEST:

Kathleen Mary Ellen Daum
Kathleen Mary Ellen Daum
Assistant Secretary

KELLYS SPORTING GOODS, INC. (California)

By Cecil J. Kelly
Cecil J. Kelly

By Harry M. Daum
Harry M. Daum

(Corporate Seal)

A majority of the
Board of Directors

ATTEST:

Kathleen Mary Ellen Daum
Kathleen Mary Ellen Daum
Assistant Secretary

D & K HOLDING, INC.

By

Harry M. Daum
Harry M. Daum

By

Kathleen Mary Ellen Daum
Kathleen Mary Ellen Daum

(Corporate Seal)

A majority of the
Board of Directors

ATTEST:

Robert H. Coppel
Robert H. Coppel - Secretary

THE THOROUGHbred, INC.

By

Harry M. Daum
Harry M. Daum

By

Kathleen Mary Ellen Daum
Kathleen Mary Ellen Daum

By

James L. Listenberger
James L. Listenberger

(Corporate Seal)

A majority of the
Board of Directors

ATTEST:

Kathleen Mary Ellen Daum
Kathleen Mary Ellen Daum
Secretary

THE THOROUGHbred RESTAURANT, INC.

By

Harry M. Daum
Harry M. Daum

By

Kathleen Mary Ellen Daum
Kathleen Mary Ellen Daum

(Corporate Seal)

A majority of the
Board of Directors

ATTEST:

Kathleen Mary Ellen Daum
Kathleen Mary Ellen Daum
Secretary

We, the undersigned officers, on behalf of our respective corporations, hereby execute the Agreement of Merger and declare under penalties of perjury that we have examined the foregoing and to the best of our knowledge and belief, it is true, correct and complete.


DAUM INDUSTRIES, INC.


Harry M. Daum - President

(Corporate Seal)


J. R. Sparrowe - Secretary

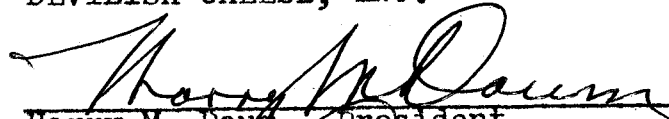
CHEESE TORTES & SORTS, INC.


Harry M. Daum - President

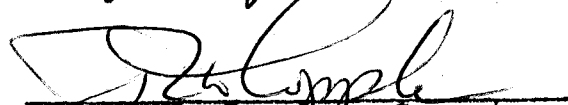
(Corporate Seal)


Robert H. Cottle - Secretary

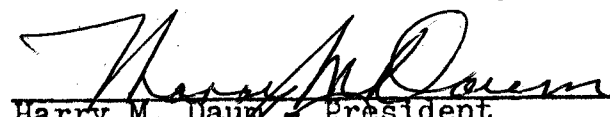
DEVILISH CHEESE, INC.


Harry M. Daum - President

(Corporate Seal)


Robert H. Cottle - Secretary

DEVILISH CHEESE OF KANSAS, INC.


Harry M. Daum - President

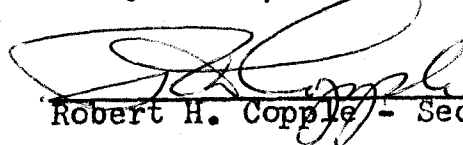
(Corporate Seal)


Robert H. Cottle - Secretary

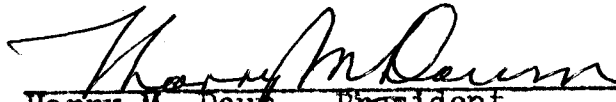
DEVILISH CHEESE OF MARYSVILLE, INC.


Harry M. Daum - President

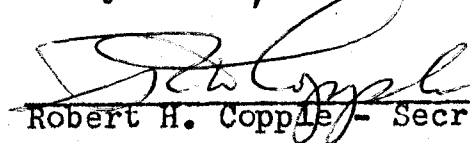
(Corporate Seal)


Robert H. Copple - Secretary


DEVILISH CHEESE OF SACRAMENTO, INC.


Harry M. Daum - President

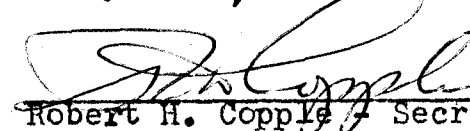
(Corporate Seal)


Robert H. Copple - Secretary

DEVILISH CHEESE OF NEBRASKA, INC.


Harry M. Daum - President

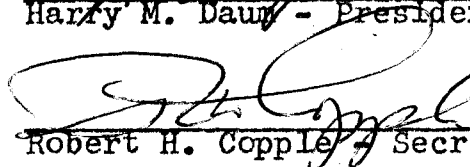
(Corporate Seal)


Robert H. Copple - Secretary

DEVILISH CHEESE OF OREGON, INC.


Harry M. Daum - President

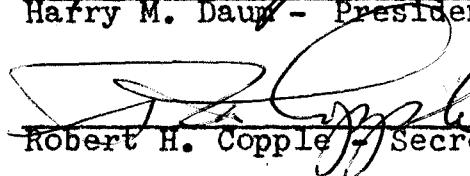
(Corporate Seal)


Robert H. Copple - Secretary

DEVILISH CHEESE OF SUNRISE, INC.


Harry M. Daum - President

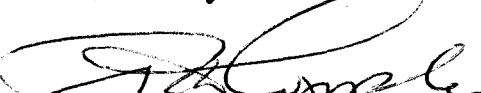
(Corporate Seal)


Robert H. Copple - Secretary


NIBBLES & SNIBBLES, INC.


Harry M. Daum - President

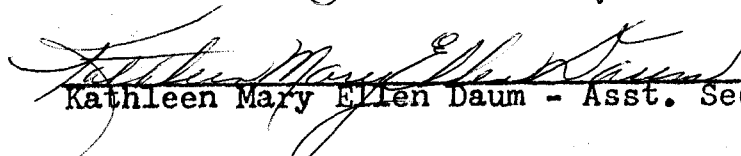
(Corporate Seal)


Robert H. Cottle - Secretary

KELLYS SPORTING GOODS, INC. (Idaho)


Cecil J. Kelly - President

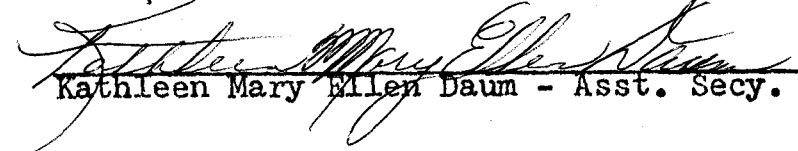
(Corporate Seal)


Kathleen Mary Ellen Daum - Asst. Secy.

KELLYS SPORTING GOODS, INC. (Washington)


Cecil J. Kelly - President

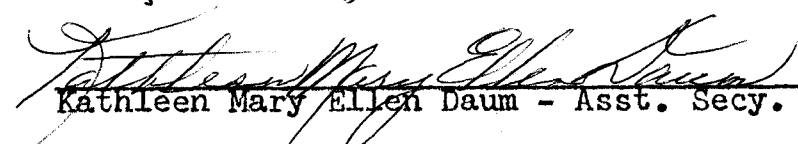
(Corporate Seal)


Kathleen Mary Ellen Daum - Asst. Secy.

KELLYS SPORTING GOODS, INC. (California)


Cecil J. Kelly - President

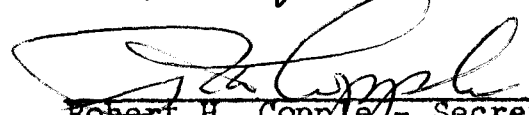
(Corporate Seal)


Kathleen Mary Ellen Daum - Asst. Secy.

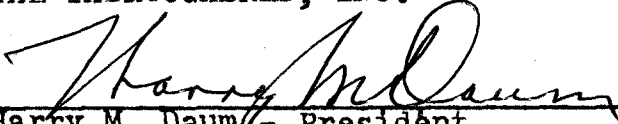
D & K HOLDING, INC.


Harry M. Daum - President

(Corporate Seal)


Robert H. Cottle - Secretary


THE THOROUGHBRED, INC.


Harry M. Daum - President

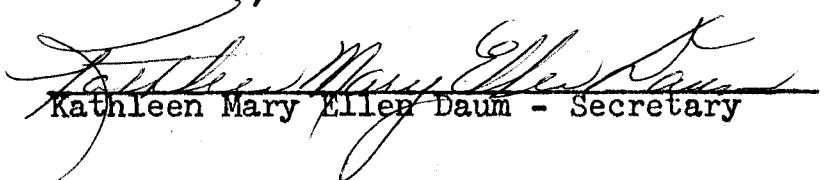
(Corporate Seal)


Kathleen Mary Ellen Daum - Secretary

THE THOROUGHBRED RESTAURANT, INC.


Harry M. Daum - President

(Corporate Seal)


Kathleen Mary Ellen Daum - Secretary

Dated: February 15 , 19 74.

STATE OF IDAHO }
COUNTY OF CANYON } SS:

I, FLORA L. WADE, a notary public,
do hereby certify that on this 15th day of February, 1974, personally appeared before me Harry M. Daum, who being by me first duly sworn, declared that he is the President of DAUM INDUSTRIES, INC., which is one of the corporations to the foregoing Merger, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Flora L. Wade
Notary Public
for the State of Idaho
Residing at: Caldwell,
My Commission Expires: 10-15-77

STATE OF IDAHO }
COUNTY OF CANYON } SS:

I, FLORA L. WADE, a notary public,
do hereby certify that on this 15th day of February, 1974, personally appeared before me Harry M. Daum, who being by me first duly sworn, declared that he is the President of CHEESE TORTES & SORTS, INC., which is one of the corporations to the foregoing Merger, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

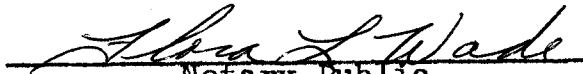
(NOTARIAL SEAL)

Flora L. Wade
Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

STATE OF IDAHO }
COUNTY OF CANYON } SS:

I, FLORA L. WADE , a notary public,
do hereby certify that on this 15th day of February ,
1974 , personally appeared before me Harry M. Daum, who being
by me first duly sworn, declared that he is the President of
DEVILISH CHEESE, INC., which is one of the corporations to
the foregoing Merger, that he signed the foregoing document as
President of the corporation, and that the statements therein
contained are true.


(NOTARIAL SEAL)


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

STATE OF IDAHO }
COUNTY OF CANYON } SS:

I, FLORA L. WADE , a notary public,
do hereby certify that on this 15th day of February ,
1974 , personally appeared before me Harry M. Daum, who being
by me first duly sworn, declared that he is the President of
DEVILISH CHEESE OF KANSAS, INC., which is one of the corporations to
the foregoing Merger, that he signed the foregoing document as
President of the corporation, and that the statements therein
contained are true.


(NOTARIAL SEAL)


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

STATE OF IDAHO }
COUNTY OF CANYON } SS:

I, FLORA L. WADE , a notary public,
do hereby certify that on this 15th day of February ,
1974 , personally appeared before me Harry M. Daum, who being
by me first duly sworn, declared that he is the President of
DEVILISH CHEESE OF MARYSVILLE, INC., which is one of the corporations
to the foregoing Merger, that he signed the foregoing document as
President of the corporation, and that the statements therein
contained are true.


(NOTARIAL SEAL)


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

STATE OF IDAHO }
COUNTY OF CANYON } SS:

I, FLORA L. WADE , a notary public,
do hereby certify that on this 15th day of February ,
1974 , personally appeared before me Harry M. Daum, who being
by me first duly sworn, declared that he is the President of
DEVILISH CHEESE OF SACRAMENTO, INC., which is one of the corporations
to the foregoing Merger, that he signed the foregoing document as
President of the corporation, and that the statements therein
contained are true.

(NOTARIAL SEAL)


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

STATE OF IDAHO }
COUNTY OF CANYON } SS:

I, FLORA L. WADE, a notary public,
do hereby certify that on this 15th day of February, 1974, personally appeared before me Harry M. Daum, who being by me first duly sworn, declared that he is the President of DEVILISH CHEESE OF NEBRASKA, INC., which is one of the corporations to the foregoing Merger, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Laura L Wade
Notary Public

Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

(NOTARIAL SEAL)

STATE OF IDAHO }
COUNTY OF CANYON } SS:

I, FLORA L. WADE, a notary public,
do hereby certify that on this 15th day of February,
1974, personally appeared before me Harry M. Daum, who being
by me first duly sworn, declared that he is the President of
DEVILISH CHEESE OF OREGON, INC., which is one of the corporations
to the foregoing Merger, that he signed the foregoing document as
President of the corporation, and that the statements therein
contained are true.

Theresa L Wade
Notary Public

Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

(NOTARIAL SEAL)

STATE OF IDAHO }
COUNTY OF CANYON } SS:

I, FLORA L. WADE , a notary public,
do hereby certify that on this 15th day of February ,
1974 , personally appeared before me Harry M. Daum, who being
by me first duly sworn, declared that he is the President of
DEVILISH CHEESE OF SUNRISE, INC., which is one of the corporations
to the foregoing Merger, that he signed the foregoing document
as President of the corporation, and that the statements therein
contained are true.

(NOTARIAL SEAL)

Sharon L. Wade
Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

STATE OF IDAHO }
COUNTY OF CANYON } SS:

I, FLORA L. WADE, a notary public,
do hereby certify that on this 15th day of February, 1974, personally appeared before me Harry M. Daum, who being by me first duly sworn, declared that he is the President of NIBBLES & SNIBBLES, INC., which is one of the corporations to the foregoing Merger, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.


(NOTARIAL SEAL)

Theresa L. Wade
Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

STATE OF IDAHO
COUNTY OF CANYON } SS:

I, FLORA L. WADE, a notary public,
do hereby certify that on this 13th day of February,
1974, personally appeared before me Cecil J. Kelly, who being
by me first duly sworn, declared that he is the President of
KELLYS SPORTING GOODS, INC. (Idaho), which is one of the corporations
to the foregoing Merger, that he signed the foregoing document as
President of the corporation, and that the statements therein
contained are true.


(NOTARIAL SEAL)


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

STATE OF IDAHO
COUNTY OF CANYON } SS:

I, FLORA L. WADE, a notary public,
do hereby certify that on this 13th day of February,
1974, personally appeared before me Cecil J. Kelly, who being
by me first duly sworn, declared that he is the President of
KELLYS SPORTING GOODS, INC. (Washington), which is one of the
corporations to the foregoing Merger, that he signed the foregoing
document as President of the corporation, and that the statements
therein contained are true.

(NOTARIAL SEAL)


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

STATE OF IDAHO }
COUNTY OF CANYON } SS:

I, FLORA L. WADE, a notary public,
do hereby certify that on this 15th day of February, 1974, personally appeared before me Cecil J. Kelly, who being by me first duly sworn, declared that he is the President of KELLYS SPORTING GOODS, INC. (California), which is one of the corporations to the foregoing Merger, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

STATE OF IDAHO }
COUNTY OF CANYON } SS:

I, FLORA L. WADE, a notary public,
do hereby certify that on this 15th day of February,
1974, personally appeared before me Harry M. Daum, who being
by me first duly sworn, declared that he is the President of
D & K HOLDING, INC., which is one of the corporations to the
foregoing Merger, that he signed the foregoing document as
President of the corporation, and that the statements therein
contained are true.

(NOTARIAL SEAL)

~~Notary Public~~
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

STATE OF IDAHO)
COUNTY OF CANYON) SS:

I, FLORA L. WADE, a notary public,
do hereby certify that on this 15th day of February, 1974, personally appeared before me Harry M. Daum, who being by me first duly sworn, declared that he is the President of THE THOROUGHBRED, INC., which is one of the corporations to the foregoing Merger, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

STATE OF IDAHO }
COUNTY OF CANYON } SS:

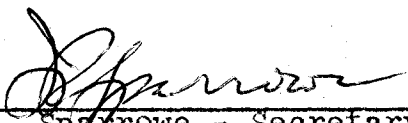
I, FLORA L. WADE, a notary public,
do hereby certify that on this 15th day of February, 1974, personally appeared before me Harry M. Daum, who being by me first duly sworn, declared that he is the President of THE THOROUGHBRED RESTAURANT, INC., which is one of the corporations to the foregoing Merger, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires: 10-15-77

I, J. R. Sparrowe, Secretary of DAUM INDUSTRIES, INC., a corporation organized and existing under the laws of the State of Nevada, hereby certify, as such Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed by a majority of the directors of each constituent corporation party to this merger, was duly submitted to the stockholders of said DAUM INDUSTRIES, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all of the stockholders, for that purpose of considering and taking action upon said Agreement of Merger, that two million (2,000,000) shares of stock of said corporation were on said date issued and outstanding and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding capital stock of said corporation entitled to vote, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said DAUM INDUSTRIES, INC. and the duly adopted agreement of the said corporation.

WITNESS my hand and the seal of said DAUM INDUSTRIES, INC. on this 15th day of February, 1974.

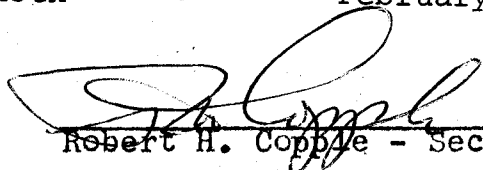


J. R. Sparrowe - Secretary

(Corporate Seal)

I, Robert H. Copple, Secretary of D & K HOLDING, INC., a corporation organized and existing under the laws of the State of Nevada, hereby certify, as such Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed by a majority of the directors of each constituent party to this merger, was duly submitted to the stockholders of said D & K HOLDING, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that one thousand (1,000) shares of stock of said corporation were on said date issued and outstanding and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding capital stock of said corporation entitled to vote, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said D & K HOLDING, INC. and the duly adopted agreement of the said corporation.

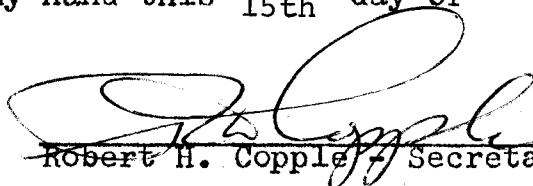
WITNESS my hand and the seal of said D & K HOLDING, INC. on this 15th day of February, 1974.


Robert H. Copple - Secretary

(CORPORATE SEAL)

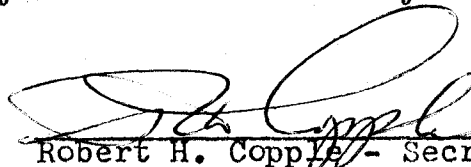
I, Robert H. Copple, Secretary of CHEESE TORTES & SORTS, INC., a corporation organized and existing under the laws of the State of Idaho, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of DAUM INDUSTRIES, INC., a corporation of the State of Nevada was duly submitted to the stockholders of said CHEESE TORTES & SORTS, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that five thousand (5,000) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed agreement of merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said CHEESE TORTES & SORTS, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand this 15th day of February ,
1974 .


Robert H. Copple, Secretary

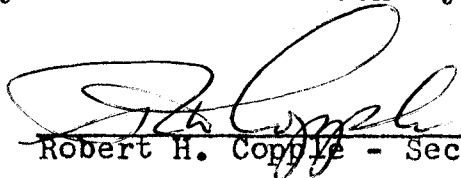
I, Robert H. Copple, Secretary of DEVILISH CHEESE, INC., a corporation organized and existing under the laws of the State of Alaska, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of DAUM INDUSTRIES, INC., a corporation of the State of Nevada was duly submitted to the stockholders of said DEVILISH CHEESE, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that ten thousand (10,000) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said DEVILISH CHEESE, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand this 15th day of February ,
1974 .


Robert H. Copple - Secretary

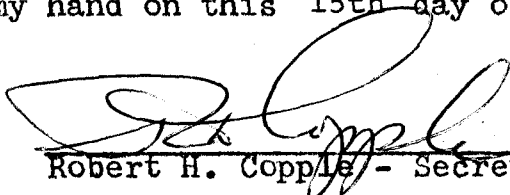
I, Robert H. Copple, Secretary of DEVILISH CHEESE OF KANSAS, INC., a corporation organized and existing under the laws of the State of Kansas, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of DAUM INDUSTRIES, INC., a corporation of the State of Nevada was duly submitted to the stockholders of said DEVILISH CHEESE OF KANSAS, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that five thousand (5,000) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said DEVILISH CHEESE OF KANSAS, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand on this 15th day of February ,
1974 .


Robert H. Copple - Secretary

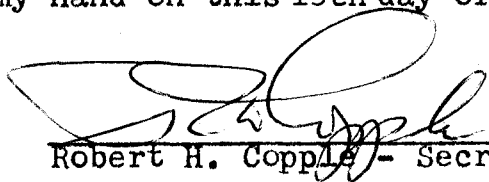
I, Robert H. Cople, Secretary of DEVILISH CHEESE OF MARYSVILLE, INC., a corporation organized and existing under the laws of the State of California, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of DAUM INDUSTRIES, INC., a corporation of the State of Nevada was duly submitted to the stockholders of said DEVILISH CHEESE OF MARYSVILLE, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that five hundred (500) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said DEVILISH CHEESE OF MARYSVILLE, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand on this 15th day of February ,
19 74 .


Robert H. Cople - Secretary

I, Robert H. Copple, Secretary of DEVILISH CHEESE OF SACRAMENTO, INC., a corporation organized and existing under the laws of the State of California, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of DAUM INDUSTRIES, INC., a corporation of the State of Nevada was duly submitted to the stockholders of said DEVILISH CHEESE OF SACRAMENTO, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that five thousand (5,000) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said DEVILISH CHEESE OF SACRAMENTO, INC., and the duly adopted agreement of the said corporation.

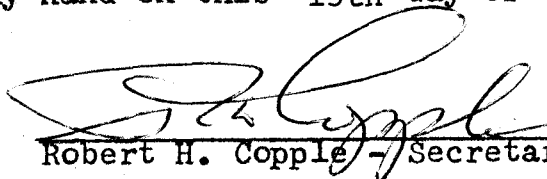
WITNESS my hand on this 15th day of February ,
19 74 .



Robert H. Copple - Secretary

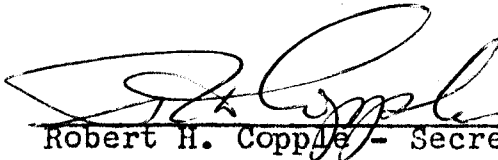
I, Robert H. Copple, Secretary of DEVILISH CHEESE OF NEBRASKA, INC., a corporation organized and existing under the laws of the State of Nebraska, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of DAUM INDUSTRIES, INC., a corporation of the State of Nevada was duly submitted to the stockholders of said DEVILISH CHEESE OF NEBRASKA, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that five thousand (5,000) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said DEVILISH CHEESE OF NEBRASKA, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand on this 15th day of February ,
1974 .


Robert H. Copple - Secretary

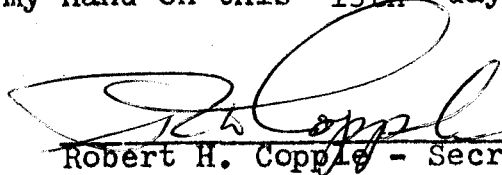
I, Robert H. Copple, Secretary of DEVILISH CHEESE OF OREGON, INC., a corporation organized and existing under the laws of the State of Oregon, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of DAUM INDUSTRIES, INC., a corporation of the State of Nevada was duly submitted to the stockholders of said DEVILISH CHEESE OF OREGON, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that five thousand (5,000) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said DEVILISH CHEESE OF OREGON, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand on this 15th day of February ,
19 74 .


Robert H. Copple - Secretary

I, Robert H. Copple, Secretary of DEVILISH CHEESE OF SUNRISE, INC., a corporation organized and existing under the laws of the State of California, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of DAUM INDUSTRIES, INC., a corporation of the State of Nevada was duly submitted to the stockholders of said DEVILISH CHEESE OF SUNRISE, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that five thousand (5,000) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said DEVILISH CHEESE OF SUNRISE, INC., and the duly adopted agreement of the said corporation.

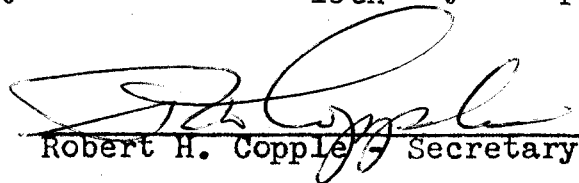
WITNESS my hand on this 15th day of February ,
19 74 .



Robert H. Copple - Secretary

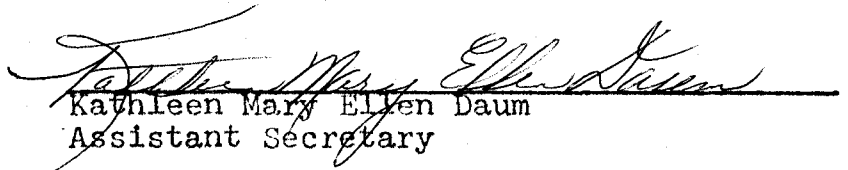
I, Robert H. Copple, Secretary of NIBBLES & SNIBBLES, INC., a corporation organized and existing under the laws of the State of Idaho, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of DAUM INDUSTRIES, INC., a corporation of the State of Nevada was duly submitted to the stockholders of said NIBBLES & SNIBBLES, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that five thousand (5,000) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said NIBBLES & SNIBBLES, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand on this 15th day of February ,
19 74 .


Robert H. Copple Secretary

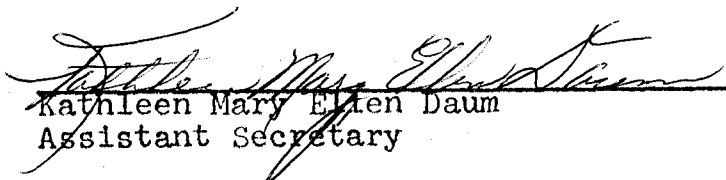
I, Kathleen Mary Ellen Daum, Assistant Secretary of KELLYS SPORTING GOODS, INC., a corporation organized and existing under the laws of the State of Idaho, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of DAUM INDUSTRIES, INC., a corporation of the State of Nevada was duly submitted to the stockholders of said KELLYS SPORTING GOODS, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that ten thousand (10,000) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said KELLYS SPORTING GOODS, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand on this 15th day of February ,
1974.


Kathleen Mary Ellen Daum
Assistant Secretary


I, Kathleen Mary Ellen Daum, Assistant Secretary of KELLYS SPORTING GOODS, INC., a corporation organized and existing under the laws of the State of Washington, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of DAUM INDUSTRIES, INC., a corporation of the State of Nevada was duly submitted to the stockholders of said KELLYS SPORTING GOODS, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that five thousand (5,000) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said KELLYS SPORTING GOODS, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand on this 15th day of February ,
1974.


Kathleen Mary Ellen Daum
Assistant Secretary

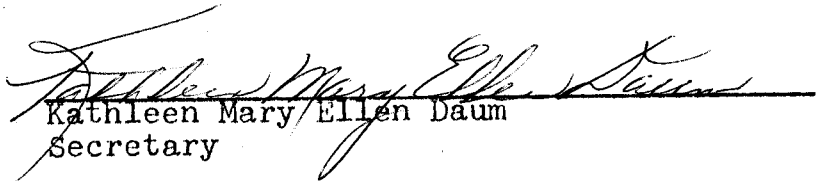
I, Kathleen Mary Ellen Daum, Assistant Secretary of KELLYS SPORTING GOODS, INC., a corporation organized and existing under the laws of the State of California, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of DAUM INDUSTRIES, INC., a corporation of the State of Nevada was duly submitted to the stockholders of said KELLYS SPORTING GOODS, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that five thousand (5,000) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said KELLYS SPORTING GOODS, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand on this 15th day of February ,
1974.


Kathleen Mary Ellen Daum
Assistant Secretary

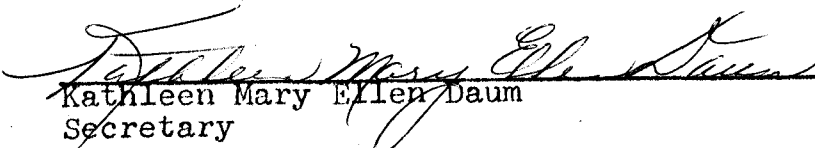
I, Kathleen Mary Ellen Daum, Secretary of THE THOROUGHbred, INC., a corporation organized and existing under the laws of the State of Washington, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of DAUM INDUSTRIES, INC., a corporation of the State of Nevada was duly submitted to the stockholders of said THE THOROUGHbred, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that five hundred (500) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said THE THOROUGHbred, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand on this 15th day of February , 1974.


Kathleen Mary Ellen Daum
Secretary

I, Kathleen Mary Ellen Daum, Secretary of THE THOROUGHbred RESTAURANT, INC., a corporation organized and existing under the laws of the State of California, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of DAUM INDUSTRIES, INC., a corporation of the State of Nevada was duly submitted to the stockholders of said THE THOROUGHbred RESTAURANT, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that five hundred (500) shares of stock of said corporation were on said date issued and outstanding having voting power and that the proposed Agreement of Merger was approved by the stockholders by an affirmative vote representing at least two-thirds of the outstanding stock of said corporation entitled to vote thereon, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said THE THOROUGHbred RESTAURANT, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand on this 15th day of February , 1974.


Kathleen Mary Ellen Daum
Secretary

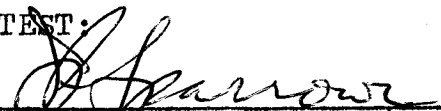
THE ABOVE AGREEMENT OF MERGER, having been
executed on behalf of each corporate party thereto, the President
of each corporate party thereto does now hereby execute the said
Agreement of Merger and the Secretary or Assistant Secretary of
each corporate party thereto does now hereby attest the said
Agreement of Merger, as the respective act, deed and agreement
of each of said corporations, on this 15th day of February ,
1974 .

DAUM INDUSTRIES, INC.

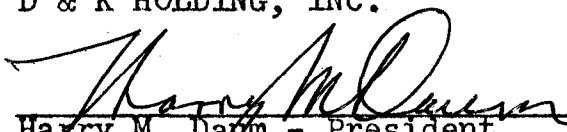

Harry M. Daum - President

(Corporate Seal)

ATTEST:

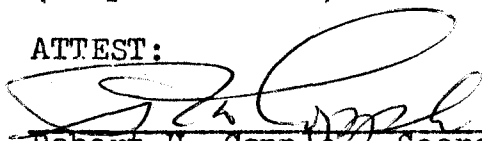

J. R. Sparrowe - Secretary

D & K HOLDING, INC.

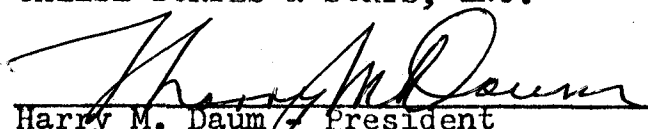

Harry M. Daum - President

(Corporate Seal)

ATTEST:

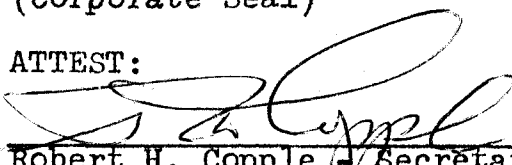

Robert H. Copple - Secretary

CHEESE TORTES & SORTS, INC.

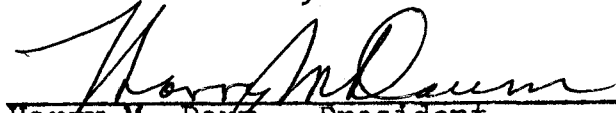

Harry M. Daum - President

(Corporate Seal)

ATTEST:

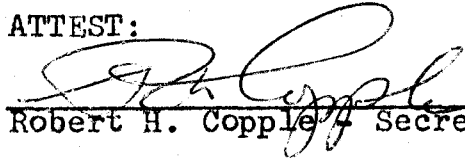

Robert H. Copple - Secretary

DEVILISH CHEESE, INC.



Harry M. Daum - President

(Corporate Seal)

ATTEST:


Robert H. Copple - Secretary

DEVILISH CHEESE OF KANSAS, INC.


Harry M. Daum - President

(Corporate Seal)

ATTEST:


Robert H. Copple - Secretary

DEVILISH CHEESE OF MARYSVILLE, INC.

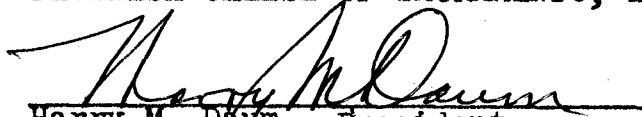

Harry M. Daum - President

(Corporate Seal)

ATTEST:

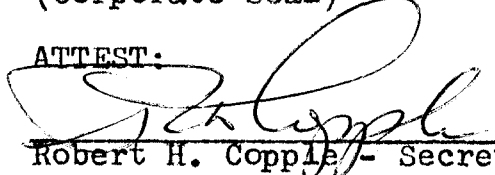

Robert H. Copple - Secretary

DEVILISH CHEESE OF SACRAMENTO, INC.


Harry M. Daum - President

(Corporate Seal)

ATTEST:

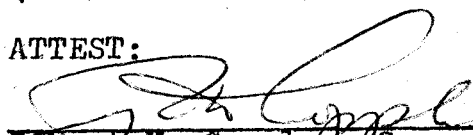

Robert H. Copple - Secretary

DEVILISH CHEESE OF NEBRASKA, INC.



Harry M. Daum - President

(Corporate Seal)

ATTEST:

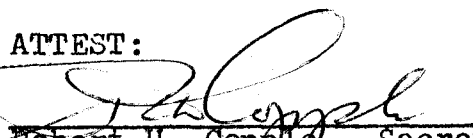

Robert H. Copple - Secretary

DEVILISH CHEESE OF SUNRISE, INC.

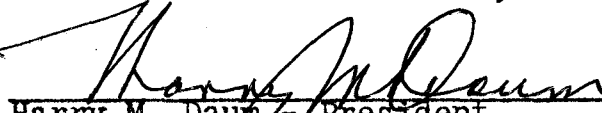

Harry M. Daum - President

(Corporate Seal)

ATTEST:



Robert H. Copple - Secretary

DEVILISH CHEESE OF OREGON, INC.

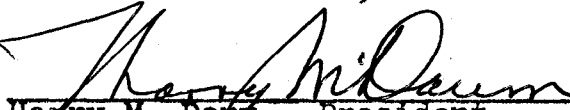

Harry M. Daum - President

(Corporate Seal)

ATTEST:

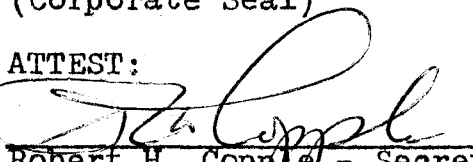

Robert H. Copple - Secretary

NIBBLES & SNIBBLES, INC.


Harry M. Daum - President

(Corporate Seal)

ATTEST:


Robert H. Copple - Secretary

KELLYS SPORTING GOODS, INC. (Idaho)

Cecil J. Kelly
Cecil J. Kelly - President

(Corporate Seal)

ATTEST:

Kathleen Mary Ellen Daum
Kathleen Mary Ellen Daum
Assistant Secretary

KELLYS SPORTING GOODS, INC. (Washington)

Cecil J. Kelly
Cecil J. Kelly - President

(Corporate Seal)

ATTEST:

Kathleen Mary Ellen Daum
Kathleen Mary Ellen Daum
Assistant Secretary

KELLYS SPORTING GOODS, INC. (California)

Cecil J. Kelly
Cecil J. Kelly - President

(Corporate Seal)

ATTEST:

Kathleen Mary Ellen Daum
Kathleen Mary Ellen Daum
Assistant Secretary

THE THOROUGHBRED, INC.


Harry M. Daum
Harry M. Daum - President

(Corporate Seal)

ATTEST:


Kathleen Mary Ellen Daum
Kathleen Mary Ellen Daum - Secretary

THE THOROUGHBRED RESTAURANT, INC.


Harry M. Daum - President

(Corporate Seal)

ATTEST:

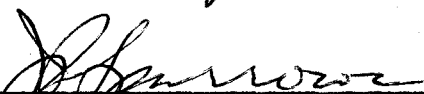

Kathleen Mary Ellen Daum - Secretary

STATE OF IDAHO
COUNTY OF CANYON

} SS:

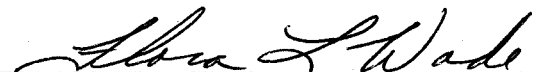
Harry M. Daum, being the President, and J. R. Sparrowe,
being the Secretary of DAUM INDUSTRIES, INC. each being duly
sworn, deposes and says that the facts stated in the foregoing
Agreement of Merger are true and correct.


Harry M. Daum - President


J. R. Sparrowe - Secretary

Sworn to and subscribed before me this 15th day of February ,
A.D. 1974 .

(Notarial Seal)


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77

STATE OF IDAHO
COUNTY OF CANYON

} SS:

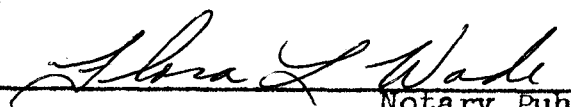
Harry M. Daum, being the President, and Robert H. Copple,
being the Secretary of D & K HOLDING, INC. each being duly
sworn, deposes and says that the facts stated in the foregoing
Agreement of Merger are true and correct.


Harry M. Daum - President


Robert H. Copple - Secretary

Sworn to and subscribed before me this 15th day of February,
A.D. 1974 .

(Notarial Seal)

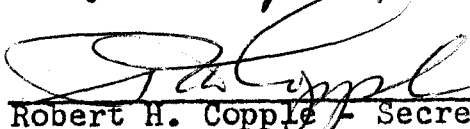

Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77

STATE OF IDAHO
COUNTY OF CANYON

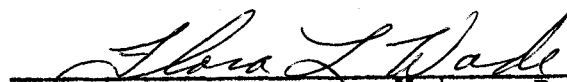
} SS:

Harry M. Daum, being the President, and Robert H. Copple,
being the Secretary of CHEESE TORTES & SORTS, INC. each being duly
sworn, deposes and says that the facts stated in the foregoing
Agreement of Merger are true and correct.


Harry M. Daum - President


Robert H. Copple - Secretary

Sworn to and subscribed before me this 15th day of February ,
A.D. 1974 .


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77

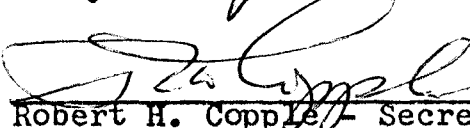
(Notarial Seal)

STATE OF IDAHO
COUNTY OF CANYON


} SS:

Harry M. Daum, being the President, and Robert H. Copple,
being the Secretary of DEVILISH CHEESE, INC. each being duly sworn,
deposes and says that the facts stated in the foregoing Agreement
of Merger are true and correct.


Harry M. Daum - President


Robert H. Copple - Secretary

Sworn to and subscribed before me this 15th day of February ,
A.D. 1974 .


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77

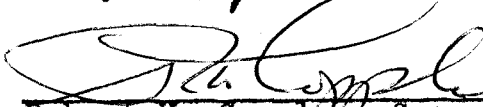
(Notarial Seal)

STATE OF IDAHO
COUNTY OF CANYON

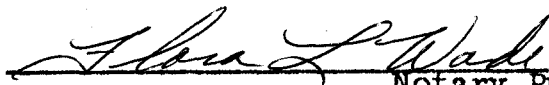
} SS:

Harry M. Daum, being the President, and Robert H. Copple,
being the Secretary of DEVILISH CHEESE OF KANSAS, INC. each being
duly sworn, deposes and says that the facts stated in the foregoing
Agreement of Merger are true and correct.


Harry M. Daum - President


Robert H. Copple - Secretary

Sworn to and subscribed before me this 15th day of February,
A.D. 1974 .


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77

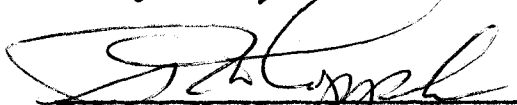
(Notarial Seal)

STATE OF IDAHO
COUNTY OF CANYON

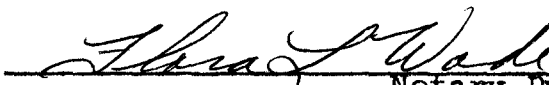
} SS:

Harry M. Daum, being the President, and Robert H. Copple,
being the Secretary of DEVILISH CHEESE OF MARYSVILLE, INC. each
being duly sworn, deposes and says that the facts stated in the
foregoing Agreement of Merger are true and correct.


Harry M. Daum - President


Robert H. Copple - Secretary


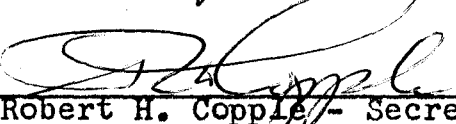
Sworn to and subscribed before me this 15th day of February,
A.D. 1974 .


Notary Public
For the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77

(Notarial Seal)

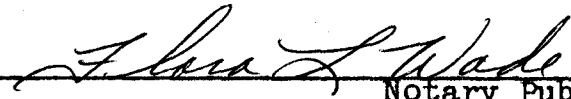
STATE OF IDAHO }
COUNTY OF CANYON } SS:

Harry M. Daum, being the President, and Robert H. Copple, being the Secretary of DEVILISH CHEESE OF SACRAMENTO, INC. each being duly sworn, deposes and says that the facts stated in the foregoing Agreement of Merger are true and correct.


Harry M. Daum - President

Robert H. Copple - Secretary


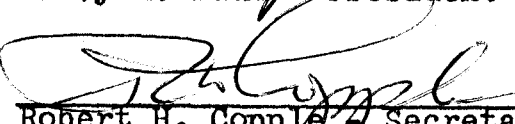
Sworn to and subscribed before me this 15th day of February ,
A.D. 1974 .

(Notarial Seal)


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77

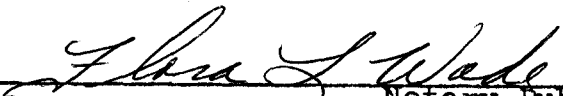
STATE OF IDAHO }
COUNTY OF CANYON } SS:

Harry M. Daum, being the President, and Robert H. Copple, being the Secretary of DEVILISH CHEESE OF NEBRASKA, INC. each being duly sworn, deposes and says that the facts stated in the foregoing Agreement of Merger are true and correct.


Harry M. Daum - President

Robert H. Copple - Secretary

Sworn to and subscribed before me this 15th day of February ,
A.D. 1974 .

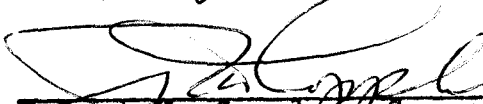
(Notarial Seal)


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77


STATE OF IDAHO }
COUNTY OF CANYON } SS:

Harry M. Daum, being the President, and Robert H. Copple, being the Secretary, of DEVILISH CHEESE OF OREGON, INC. each being duly sworn, deposes and says that the facts stated in the foregoing Agreement of Merger are true and correct.


Harry M. Daum - President


Robert H. Copple - Secretary

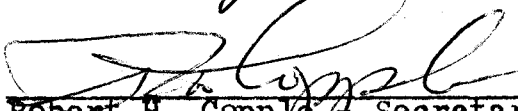
Sworn to and subscribed before me this 15th day of February ,
A.D. 1974 .


Notary Public
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Residing at: Caldwell
My Commission Expires:
10-15-77

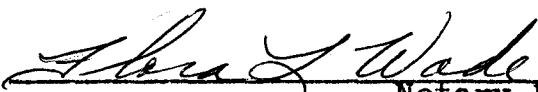
STATE OF IDAHO }
COUNTY OF CANYON } SS:

Harry M. Daum, being the President, and Robert H. Copple, being the Secretary, of DEVILISH CHEESE OF SUNRISE, INC. each being duly sworn, deposes and says that the facts stated in the foregoing Agreement of Merger are true and correct.


Harry M. Daum - President


Robert H. Copple - Secretary

Sworn to and subscribed before me this 15th day of Februaryy ,
A.D. 19 74 .


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77


(Notarial Seal)

STATE OF IDAHO
COUNTY OF CANYON

} SS:


Harry M. Daum, being the President, and Robert H. Copple, being the Secretary of NIBBLES & SNIBBLES, INC. each being duly sworn, deposes and says that the facts stated in the foregoing Agreement of Merger are true and correct.


Harry M. Daum - President


Robert H. Copple - Secretary

Sworn to and subscribed before me this 15th day of February ,
A.D. 1974 .

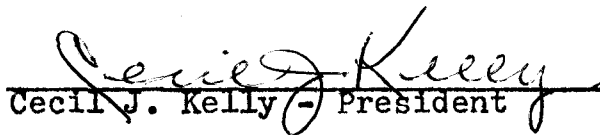
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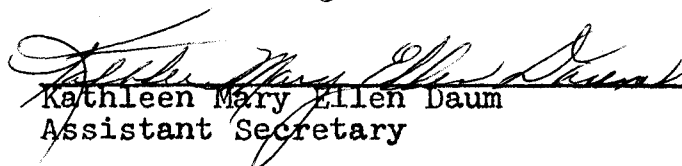

Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77

STATE OF IDAHO
COUNTY OF CANYON

} SS:

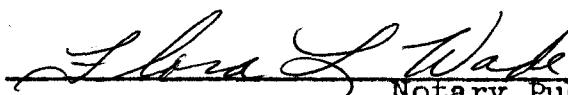
Cecil J. Kelly, being the President, and Kathleen Mary Ellen Daum, being the Assistant Secretary of KELLYS SPORTING GOODS, INC. (Idaho) each being duly sworn, deposes and says that the facts stated in the foregoing Agreement of Merger are true and correct.


Cecil J. Kelly - President


Kathleen Mary Ellen Daum
Assistant Secretary

Sworn to and subscribed before me this 15th day of February ,
A.D. 1974 .

(Notarial Seal)


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77

STATE OF IDAHO
COUNTY OF CANYON

} SS:

Cecil J. Kelly, being the President, and Kathleen Mary Ellen Daum, being the Assistant Secretary of KELLYS SPORTING GOODS, INC. (Washington) each being duly sworn, deposes and says that the facts stated in the foregoing Agreement of Merger are true and correct.

Cecil J. Kelly
Cecil J. Kelly - President

Kathleen Mary Ellen Daum
Kathleen Mary Ellen Daum
Assistant Secretary

Sworn to and subscribed before me this 15th day of February ,

A.D. 19 74 .

Theresa L. Wade
Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77

(Notarial Seal)

STATE OF IDAHO
COUNTY OF CANYON

} SS:

Cecil J. Kelly, being the President, and Kathleen Mary Ellen Daum, being the Assistant Secretary of KELLYS SPORTING GOODS, INC. (California) each being duly sworn, deposes and says that the facts stated in the foregoing Agreement of Merger are true and correct.

Cecil J. Kelly
Cecil J. Kelly - President

Kathleen Mary Ellen Daum
Kathleen Mary Ellen Daum
Assistant Secretary

Sworn to and subscribed before me this 15th day of February ,

A.D. 19 74 .

Theresa L. Wade
Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77

(Notarial Seal)

STATE OF IDAHO
COUNTY OF CANYON

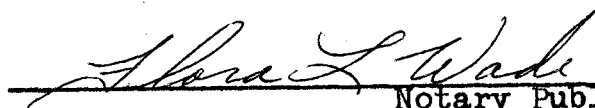
} SS:

Harry M. Daum, being the President, and Kathleen Mary Ellen Daum, being the Secretary of THE THOROUGHBRED, INC. each being duly sworn, deposes and says that the facts stated in the foregoing Agreement of Merger are true and correct.


Harry M. Daum - President


Kathleen Mary Ellen Daum - Secretary

Sworn to and subscribed before me this 15th day of February ,
A.D. 1974 .


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77

(Notarial Seal)

STATE OF IDAHO
COUNTY OF CANYON

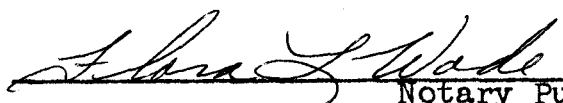
} SS:

Harry M. Daum, being the President, and Kathleen Mary Ellen Daum, being the Secretary of THE THOROUGHBRED RESTAURANT, INC. each being duly sworn, deposes and says that the facts stated in the foregoing Agreement of Merger are true and correct.


Harry M. Daum - President


Kathleen Mary Ellen Daum - Secretary

Sworn to and subscribed before me this 15th day of February ,
A.D. 1974 .


Notary Public
for the State of Idaho
Residing at: Caldwell
My Commission Expires:
10-15-77

(Notarial Seal)