

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

WHAT'S FOR DINNER, INC.

File number C 107459

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 25, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

Anna Sibel

CERTIFICATE OF INCORPORATION OF

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SEC. OF STATE
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WHAT'S FOR DINNER, INC.

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

FIRST IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is What's For Dinner, Inc.

SECOND PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

THIRD REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 180 East 4th Street, Ketchum, Idaho and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Sandy Hart, 180 East 4th Street, Ketchum, Idaho.

FOURTH PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of ~~Delaware~~ Idaho.

FIFTH SHARES

The total authorized capital stock of the Corporation is One Thousand (1000) shares having a Par Value of None. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

SIXTH INCORPORATOR'S ADDRESS

The name and post office address of the Incorporator of the Corporation is as follows:

Sandy Hart

P.O. Box 2726

Sun Valley, Idaho 83353

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SEVENTH
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

KELLY HART, P.O. Box 2726, Sun Valley, Idaho 83353

SANDY HART, P.O. Box 2726, Sun Valley, Idaho 83353

EIGHTH
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

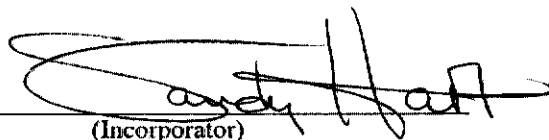
The effective date of this Certificate of Incorporation shall be September 1, 1994

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

September 1, 1994

Sandy Hart

(Incorporator)

A handwritten signature in dark ink, appearing to read "Sandy Hart", is written over a horizontal line. The signature is stylized with a large, sweeping initial "S".