

ARTICLES OF INCORPORATION

OF

SMOKY MOUNTAIN PIZZA & PASTA, McCALL, INC.

IDAHO SECRETARY OF STATE

07/18/1997 09:00
CK: 1136 CT: 2204 BH: 22466

12100.00 = 100.00 CORP

C120243

The undersigned, acting as incorporator under the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

1. NAME. The name of the corporation is: SMOKY MOUNTAIN PIZZA & PASTA, McCALL, INC.

2. DURATION. The period of its duration is perpetual.

3. PURPOSES. The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. STOCK. The corporation shall have the authority to issue 1,000,000 shares of capital stock, all of one (1) class, One Dollar (\$1.00) par value.

5. ADDRESS. The address of the initial registered office of the corporation is:

Street Address: 17 Rodeo Drive
Hailey, Idaho 83333

Post Office Address: Post Office Box 6799
Ketchum, ID 83340

The name of the initial registered agent of the corporation at the above address is: David B. Todd


6. INITIAL DIRECTOR. The number of directors constituting the initial Board of Directors is three, whose names

and addresses are:

Gerald B. Todd, Post Office Box 6799, Ketchum, ID 83340
David B. Todd, Post Office Box 6799, Ketchum, ID 83340
Daniel Todd, Post Office Box 6799, Ketchum, ID 83340

7. INCORPORATOR. The name and address of the
incorporator is: David B. Todd
Post Office Box 6799
Ketchum, ID 83340

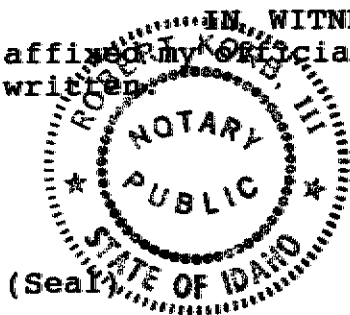
IN WITNESS WHEREOF, I have hereunto set my hand this
15 day of July, 1997.


David B. Todd

STATE OF IDAHO)
County of Blaine) ss.

On this 15th day of July, 1997, before me, a Notary
Public in and for said State, personally appeared DAVID B. TODD
known to be the person whose name is subscribed to the within
instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate above
written.



Robert Work
NOTARY PUBLIC FOR IDAHO.
Residence: Ketchum
Commission expires: 4-16-2003

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