

State of Idaho

Department of State

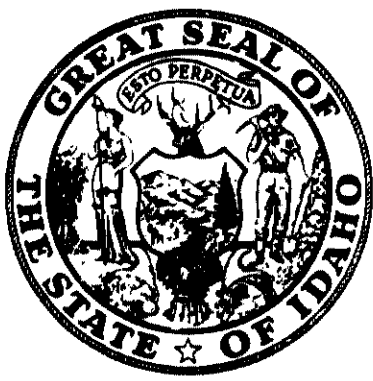
CERTIFICATE OF AUTHORITY OF

MEXICALI FOODS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MEXICALI FOODS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to MEXICALI FOODS, INC. to transact business in this State under the name MEXICALI FOODS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated July 29, 1991



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth M. Zabala
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

RECEIVED
SEC. OF STATE

1. The name of the corporation is MEXICALI FOODS, INC.

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2. The name which it shall use in Idaho is MEXICALI FOODS, INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Washington

4. The date of its incorporation is April 4, 1991 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

W. 316 Boone, Suite 572, Spokane, Washington 99201

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is

4830 Highland Dr. Post Falls, Idaho

, and the name of its proposed registered agent in Idaho at that address is Linda Roach

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Restaurant

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Dennis Guenther</u>	<u>President</u>	<u>W. 316 Boone, Spokane, WA 99201</u>
<u>Robert Guenther</u>	<u>Sec/treas.</u>	<u>W. 316 Boone, Spokane, WA 99201</u>
<u>Dennis Guenther</u>	<u>Director</u>	<u>W. 316 Boone, Spokane, WA 99201</u>
<u>Robert Guenther</u>	<u>Director</u>	<u>W. 316 Boone, Spokane, Wash. 99201</u>

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by class, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
5,000	Common	\$10.00

11. The aggregate number of its issued shares, itemized by class, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
100	Common	\$10.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: _____

MEXICALI FOODS, INC.

(Corporation Name)

By Dennis R. Guenther *President*
 Its President/ Vice President (please specify)

and V. J. Lenth *Sec. Treas*
 Its Secretary/ Assistant Secretary (please specify)

STATE OF Washington)
 COUNTY OF Spokane) ss:

I, Linda Rasch, a notary public, do hereby certify that on this 16th day of July, 1991, personally appeared before me Dennis Guenther - Robert Guenther, who being by me first duly sworn, declared that he is the Pres - Sec Treas respectively of Mexicali Foods

that he signed the foregoing document as Pres - Sec Treas respectively of the corporation and that the statements therein contained are true.

Linda Rasch
 Notary Public



STATE of WASHINGTON SECRETARY of STATE

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

MEXICALI FOODS, INC.

I, RALPH MUNRO, Secretary of State of the State of Washington, hereby certify that I am the custodian of the corporation records of this state.

I FURTHER CERTIFY that the records on file in this office show that the above - named profit corporation was incorporated under the laws of the State of Washington and was issued a certificate of incorporation in Washington on April 4, 1991.

I FURTHER CERTIFY that as of the date of this certificate no Articles of Dissolution or Certificate of Withdrawal have been filed, that the conditions of the Revised Code of Washington, Title 23B.01.280(2) (a) through (d) have been met, and the corporation is duly authorized to transact business in the corporate form in the State of Washington.

Date: July 16, 1991

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State