

State of Idaho

Department of State

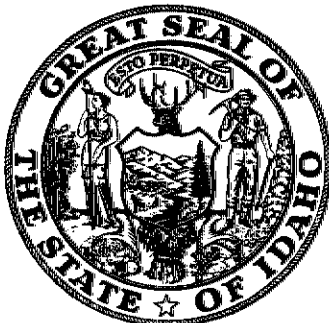
CERTIFICATE OF INCORPORATION OF

ARCTIC CIRCLE OF REXBURG, INC.
File number C 114491

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: April 8, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Suko*

ARTICLES OF INCORPORATION
OF
ARCTIC CIRCLE OF REXBURG, INC.

APR 9 11 35 AM '96
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator(s) of a corporation under the Idaho Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation shall be ARCTIC CIRCLE OF REXBURG, INC.

ARTICLE II

PURPOSE

The purpose(s) for which this corporation is organized are:

- (1) To manage and operate the Arctic Circle fast food franchise located in Rexburg, Idaho.
- (2) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as 210 North 2nd East, Rexburg, Idaho 83440. The name of the registered agent is Sidney Purser, at that address.

ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

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ARTICLE V

CAPITAL

The capital shall be evidenced by 100,000 shares having no par value. This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

Such stock is, and shall remain, nonassessable.

ARTICLE VI

NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

ARTICLE VII

AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

CAPITAL STOCK

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

NAME	ADDRESS	AMOUNT OF STOCK SUBSCRIBED
SIDNEY PURSER	120 N. Austin Sugar City, Idaho 83448	One Share
HELEN PURSER	120 N. Austin Sugar City, Idaho 83448	One Share

RUSSELL SCHWENDIMAN 520 Church One Share
Newdale, Idaho 83436

MALISSA SCHWENDIMAN 520 Church One Share
Newdale, Idaho 83436

ARTICLE IX

NAME AND ADDRESS OF INITIAL BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
SIDNEY PURSER	120 N. Austin Sugar City, Idaho 83448
HELEN PURSER	120 N. Austin Sugar City, Idaho 83448
RUSSELL SCHWENDIMAN	520 Church Newdale, Idaho 83436
MALISSA SCHWENDIMAN	520 Church Newdale, Idaho 83436

ARTICLE X

NAME AND ADDRESS OF INCORPORATOR

SIDNEY PURSER 120 N. Austin
Sugar City, Idaho 83448


IN WITNESS WHEREOF, I have hereunto set my hand and seal in duplicate originals this
3 day of April, 1996.



STATE OF IDAHO)
) ss
County of Jefferson)

I, Blair Grover, a notary public, do hereby certify that on this 3rd
day of April, 1996, personally appeared before me SIDNEY PURSER who, being by me first duly
sworn, declared that he is the incorporator of ARCTIC CIRCLE OF REXBURG, INC., that he
signed the foregoing document as incorporator of the corporation, and that the statements therein
contained are true.

(Seal)


Notary Public for Idaho
Residing at: Ruby, Idaho
My Commission Expires: 10/24/97