

FILED

ARTICLES OF INCORPORATION

OF

2003 OCT 31 AM 8:55

CAPPY'S FROZEN CUSTARD, INC.

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

FIRST: The name of the corporation is Cappy's Frozen Custard, Inc.

SECOND: The period of its duration is perpetual.

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

FOURTH: The aggregate number of shares, which the corporation shall have the authority to issue, is one hundred thousand (100,000) shares with a par value of \$1.00 per share. All of said stock shall be of one class and shall be common stock.

FIFTH: The address of the initial registered office of the corporation is 4378 South Redhawk Way, Boise, 83716, County of Ada, State of Idaho, and the name of its initial registered agent at such address is Patrick D. Collins.

SIXTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor are elected and shall qualify are:

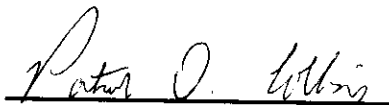
<u>NAME</u>	<u>ADDRESS</u>
Patrick D. Collins	4378 South Redhawk Way, Boise, ID 83716
Trevor R. Martin	1303 North 21 st Street, Boise, ID 83702

SEVENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Patrick D. Collins	4378 South Redhawk Way, Boise, ID 83716
Trevor R. Martin	1303 North 21 st Street, Boise, ID 83702

DATED this 30th day of October, 2003.

INCORPORATORS:


Patrick D. Collins


Trevor R. Martin

IDAHO SECRETARY OF STATE
10/31/2003 05:00
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FEE: 00.00 = 100.00 CORP # 2

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