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State of Idaho

Department of State

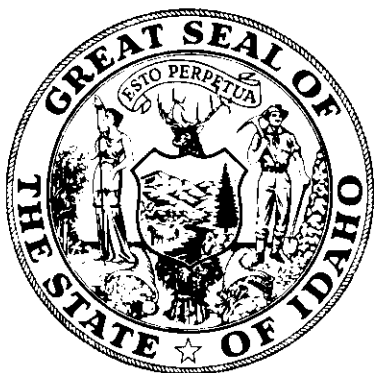
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of
CANTINA RESTAURANTS OF IDAHO, INC., an Idaho corporation,

into RANDALL C. PETERSON INVESTMENT CORPORATION (CA) na,
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
merger, and attach hereto a duplicate original of the Articles of
Merger.

Dated November 30, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF MERGER AMONG
RANDALL C. PETERSON INVESTMENT CORPORATION
and
CANTINA RESTAURANTS OF LA JOLLA, INC., and
CANTINA RESTAURANTS OF IDAHO, INC., and

THESE ARTICLES OF MERGER are entered into among RANDALL C. PETERSON INVESTMENT CORPORATION, a California corporation (herein referred to as "Surviving Corporation"), and CANTINA RESTAURANTS OF LA JOLLA, INC., a California corporation ("La Jolla"), CANTINA RESTAURANTS OF IDAHO, INC., an Idaho corporation ("Idaho") (both La Jolla and Idaho herein referred to collectively as "Merging Corporations").

R E C I T A L S

A. The issued and outstanding shares of Surviving Corporation consists of Five Thousand (5,000) shares of common stock.

B. The issued and outstanding shares of La Jolla consists of One Thousand (1,000) shares of common stock.

C. The issued and outstanding shares of Idaho consists of Two Hundred Fifty Thousand (250,000) shares of common stock.

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1. Statement of Merger. Surviving Corporation and Merging Corporations agree that Surviving Corporation and Merging Corporations shall, on the effective date of the merger stated in these Articles, be merged into a single corporation, Surviving Corporation, and that the terms and conditions of the merger are as stated in these Articles. On the effective date of the merger, the separate existence of Merging Corporations shall cease, and Surviving Corporation, as the surviving corporation, shall succeed, without other transfer, to all the rights and property of Merging Corporations, and shall be subject to all of the debts and liabilities of Merging Corporations in the same manner as if Surviving Corporation had incurred them.

2. Articles of Incorporation; Bylaws; Officers; Directors. The Articles of Incorporation of Surviving Corporation in effect on the effective date of the merger shall continue in effect until altered or amended as provided by these Articles or by law. The bylaws of Surviving Corporation shall not be altered by these Articles. The officers and Board of Directors of Surviving Corporation shall not be altered by these Articles.

3. Manner of Converting Shares. The shares of Surviving Corporation on the effective date shall not be changed or converted as a result of the merger, but shall remain outstanding as shares of Surviving Corporation. The outstanding shares of Merging Corporations shall be cancelled, and no shares of Surviving Corporation shall be issued in exchange therefor.

4. Shareholder Approval.

a. Shareholder approval was by the holders of 100% of the outstanding shares of Surviving Corporation.

b. Shareholder approval was by the holders of 100% of the outstanding shares of La Jolla.

c. Shareholder approval was by the holders of 100% of the outstanding shares of Idaho.

5. Execution of Documents. Merging Corporations shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

6. Service of Process.

a. The agent for service of process for CANTINA RESTAURANTS OF LA JOLLA, INC., a California corporation, shall be the Secretary of State of California, 1230 J Street, Sacramento, California 95814, who shall then forward any and all mail/documents to Lawrence J. Figur, 1700 North Broadway, Suite 301, Walnut Creek, California 94596.

b. The agent for service of process for CANTINA RESTAURANTS OF IDAHO, INC., an Idaho corporation, shall be the Secretary of State of Idaho, Statehouse, Room 203, Boise, Idaho 83720, who shall then forward any and all mail/documents to Lawrence J. Figur, 1700 North Broadway, Suite 301, Walnut Creek, California 94596.

7. Effective Date of Merger. The effect of the merger is as prescribed by law. The effective date of the merger shall be March 31, 1990.

8. Counterparts. Executed counterparts of these Articles of Merger and officers' certificates of each of the constituent corporations shall be filed in the offices of the California Secretary of State and the Idaho Secretary of State.

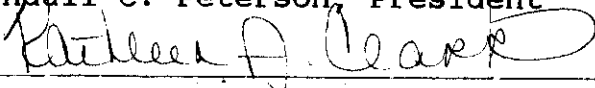
IN WITNESS WHEREOF, Surviving Corporation and Merging Corporations, as duly authorized by their respective Boards of

Directors, have caused these Articles of Merger to be executed as of the date set forth below.

Dated: March 31, 1990.

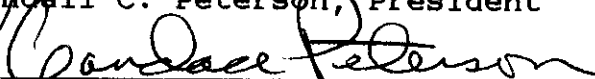
RANDALL C. PETERSON INVESTMENT CORPORATION,
a California Corporation

By: 
Randall C. Peterson, President

By: 
Kathleen A. Clark, Assistant Secretary


CANTINA RESTAURANTS OF LA JOLLA, INC.,
a California Corporation

By: 
Randall C. Peterson, President

By: 
Candace Peterson, Secretary

CANTINA RESTAURANTS OF IDAHO, INC.,
an Idaho Corporation

By: 
Randall C. Peterson, President

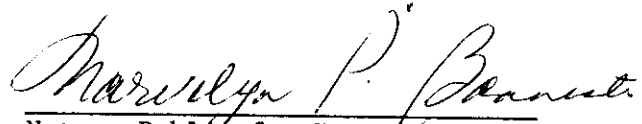
By: 
Candace Peterson, Secretary

VERIFICATION

STATE OF HAWAII)
)
COUNTY OF HAWAII) SS:

I, Marvelyn P. Bannister, a notary public, hereby certify that on this 19th day of November, 1990, personally appeared Candace Peterson, who being by me first duly sworn, declared that she is the Secretary of CANTINA RESTAURANTS OF IDAHO, INC., a Idaho Corporation, that she signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

fs



Notary Public for Hawaii County

Residing at: P. O. Box 1111
Kamuela, Hawaii 96743

VERIFICATION

STATE OF HAWAII)
)
COUNTY OF HAWAII) ss

I, Marvelyn P. Bannister, a notary public, hereby certify that on this 19th day of November, 1990, personally appeared before me Randall C. Peterson, who being by me first duly sworn, declared that he is the President of CANTINA RESTAURANTS OF IDAHO, INC., a Idaho corporation, that he signed the foregoing document as president of the corporation, and that the statements therein contained are true.


Notary Public for Hawaii

Residing at: P. O. Box 1111
Kamuela, Hawaii 96743

LS

(Notarial Seal)