



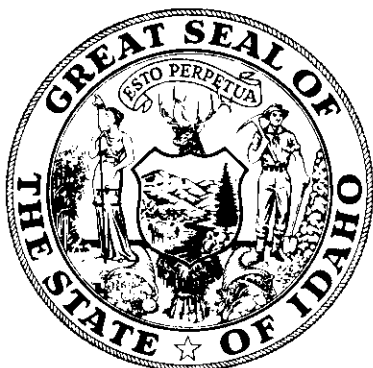
CERTIFICATE OF AUTHORITY
OF

NORTHWEST MANAGEMENT CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NORTHWEST MANAGEMENT CORPORATION 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 NORTHWEST MANAGEMENT CORPORATION to transact business in this State under the name NORTHWEST MANAGEMENT CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated January 18th, 19 82



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

1. The name of the corporation is NORTHWEST MANAGEMENT CORPORATION
2. *The name which it shall use in Idaho is VILLAGE INN PIZZA PARLOR
3. It is incorporated under the laws of DELAWARE
4. The date of its incorporation is APRIL 4, 1978 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 THE COMPANY CORPORATION 1300 MARKET ST., WILMINGTON, DELAWARE 19801
6. The street address of its proposed registered office in Idaho is 1039 21st ST. SUNSET CENTER LEWISTON, IDAHO 83501, and the name of its proposed registered agent in Idaho at that address is BRUCE MONTGOMERY
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: RETAIL FOOD ESTABLISHMENTS FOR PROFIT, SERVING PIZZA, WINE AND BEER.

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

Name	Office	Address
<u>GLENN A WELSTAD</u>	<u>PRESIDENT</u>	<u>W. 13220 23rd Spokane, Wa 99206</u>
<u>MYRON THOMPSON</u>	<u>VICE -PRESIDENT</u>	<u>1125 6th St. Minot, ND 58701</u>
<u>E.N. STOKES</u>	<u>SEC/REAS</u>	<u>106 Sky Ranch, Billings, MT 59101</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, 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
<u>1,000</u>	<u>common</u>	<u>no par</u>
<u> </u>	<u> </u>	<u> </u>
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(continued on reverse)

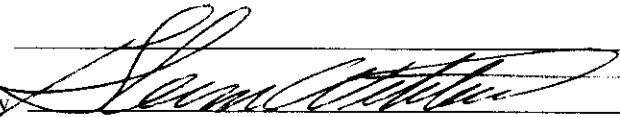
10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

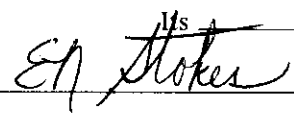
Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2,310</u>	<u>common</u>	<u>no par</u>
_____	_____	_____
_____	_____	_____

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

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 14 January, 19 82.

By 

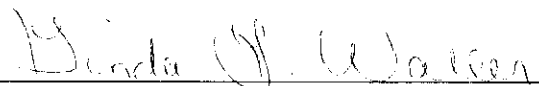
and 

Its _____ Secretary

STATE OF WASHINGTON)
COUNTY OF SPOKANE) ss:

I, Linda L. Waller, a notary public, do hereby certify that on this 14 day of January, 19 82, personally appeared before me GLENN WELSTAD, who being by me first duly sworn, declared that he is the PRESIDENT of NORTHWEST MANAGEMENT CORPORATION.

that he signed the foregoing document as PRESIDENT of the corporation and that the statements therein contained are true.


Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



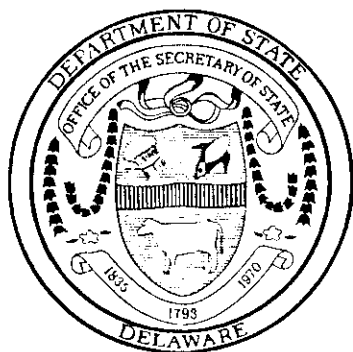
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that NORTHWEST MANAGEMENT CORPORATION

is duly incorporated under the laws of the State of Delaware and is in
good standing and has a legal corporate existence so far as the
records of this office show, as of the date below shown.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY:

W. - Nor

DATE:

November 5, 1981

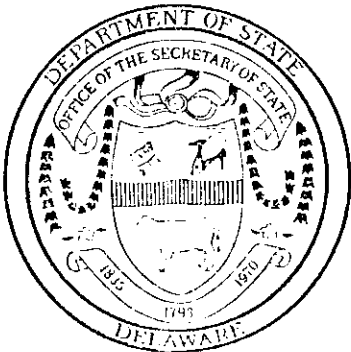


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on April 24, 1978.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *E. Curran*

DATE: November 16, 1981

CERTIFICATE OF INCORPORATION

OF

NORTHWEST MANAGEMENT CORPORATION

FIRST. - The name of this corporation is NORTHWEST MANAGEMENT CORPORATION.

SECOND. - Its registered office in the State of Delaware is to be located at 1300 Market Street in the City of Wilmington, County of New Castle, Delaware 19801. The registered agent in charge thereof is The Company Corporation, 1300 Market Street, Wilmington, Delaware 19801.

THIRD. - The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

"The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the general Corporation Law of Delaware."

FOURTH. - The amount of the total authorized capital stock of this corporation is One Thousand shares, no par.

Stock may be issued upon the terms and conditions as shall be prescribed by the Board of Directors and may be issued in exchange for cash, services or any thing or right of value. The judgment of the Board of Directors as to the value of property or services taken in exchange for stock, as to the determination of cash reserves and operating capital and as to the value of consideration received from time to time for the sale of stock, shall be conclusive in the absence of fraud. The stock of this corporation shall be fully paid for when issued and shall be forever nonassessable. Each stockholder in this corporation shall, at all stockholders' meetings, whether general or special, be entitled to one (1) vote for every share of common stock that he shall hold.

In the event any stockholder desires to sell his shares of stock in this corporation, he must first

offer them for sale to the remaining stockholders in the same proportion as the number of shares then owned by each stockholder, and any attempted sale in violation of this provision is null and void. A stockholder desiring to sell his stock shall file notice, in writing, of his intention with the secretary of the corporation stating that he has received a bona fide offer of purchase and the terms of the offer, and unless said terms are accepted by any or all of the other stockholders within fifteen (15) days thereafter they shall be deemed to have waived their privilege of purchasing and he is then at liberty to sell to the person making said offer.

In the event of the increase of the capitalization of the corporation by the issuance of new capital stock, the shares of the increased stock shall first be offered to the present stockholders in proportion to the number of shares then held by them, and such stockholders shall have a prior or preemptive right to subscribe for such increased stock in proportion to the number of shares then held by them.

FIFTH. - The name and mailing address of the incorporators are as follows:

Glenn A. Welstad	13220 East 23rd Avenue Spokane, Washington 99206
Elmer N. Stokes	106 Sky Ranch, Logan Field Billings, Montana 59102
Myron D. Thompson	1125 6th Street N.E. Minot, North Dakota 58701
John D. Carlson	N. 312 University #8 Spokane, Washington 99206
John H. Zent	219 21st Avenue Lewiston, Idaho 83501

SIXTH. - The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Delaware, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Delaware.

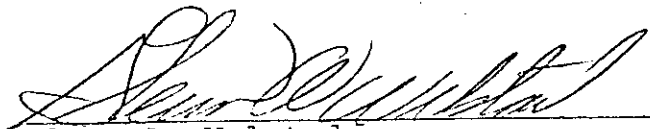
It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

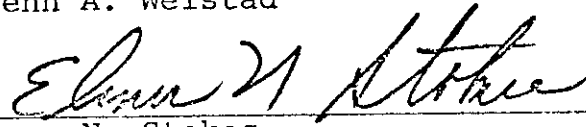
SEVENTH. - The corporation shall indemnify any and all of its directors and officers, or former directors and officers, against expenses incurred by them, including legal fees, judgments or penalties rendered or levied against any such person in a legal action brought against any such person for actions or omissions alleged to have been committed by any such person while acting within the scope of his employment as a director or officer of the corporation; provided that the Board of Directors of the corporation shall determine in good faith that such person did not act, fail to act or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action.

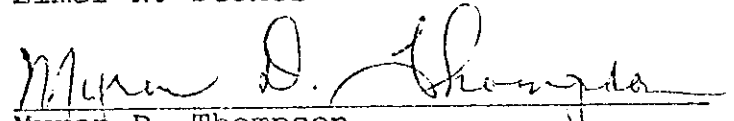
WE, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Delaware, do make,

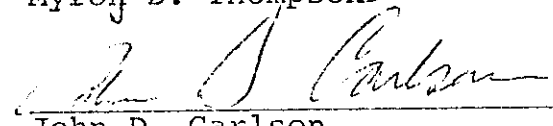
file and record this Certificate, and do certify that the facts herein are true; and we have accordingly hereunto set our hands.

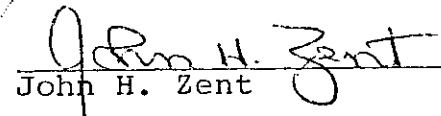
DATED: 4-19-78


Glenn A. Welstad


Elmer N. Stokes


Myron D. Thompson


John D. Carlson


John H. Zent