

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

FOODMAKER, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FOODMAKER, INC.

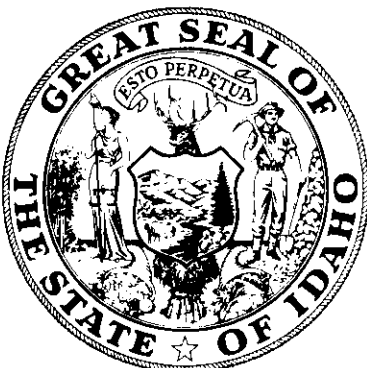
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to FOODMAKER, INC.

to transact business in this State under the name FOODMAKER, INC.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **December 2, 1985**



Robt. C. Cavanaugh

SECRETARY OF STATE

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:

1. The name of the corporation is FOODMAKER, INC.

2. The name which it shall use in Idaho is _____

(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 Delaware

4. The date of its incorporation is September 23, 1985 and the period of its duration is perpetuity

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

229 South State Street, City of Dover, County of Kent

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

9330 Balboa Avenue, P. O. Box 783, San Diego, CA 92112

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street
Boise, Idaho 83702

and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

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

any lawful act or activity for which corporations may be organized under the laws of this state.

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

Name	Office	Address
<u>see attachment #9</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
1,130,000	A	.01
500,000	B	.01

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
571,125	A	.01
500,000	B	.01

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: Nov 22, 1985

FOODMAKER, INC.

(Corporation Name)

By Jim Goodall, Jr. President

Its President/ Vice President (please specify)

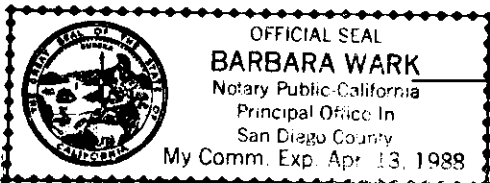
and Wm E. Rulon, Secretary

Its Secretary/ Assistant Secretary (please specify)

STATE OF California)
COUNTY OF San Diego) ss:

I, Barbara Wark, a notary public, do hereby certify that on this 22nd day of November, 19 85, personally appeared before me Jack W. Goodall, Jr. and William E. Rulon, who being by me first duly sworn, declared that ~~as~~ they are ~~is~~ the President and Secretary of FOODMAKER, INC.

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



Barbara Wark
Notary Public

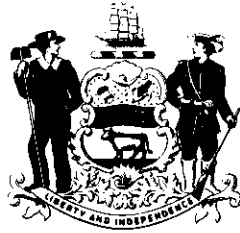
ATTACHMENT #9

OFFICERS AND DIRECTORS OF
FOODMAKER, INC.

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Leonard I. Green	Director	Bus. 333 S. Grand Avenue Suite 3575 Los Angeles, CA 90071 Hm. 341 S. Bedford Beverly Hills, CA 90212
Edward Gibbons	Director	Bus. 600 Madison Avenue New York, NY 10022 Hm. 1172 Park Avenue New York, NY 10028
Jack W. Goodall, Jr.	Director, Chairman, Ch. Exec. Officer, and President	Bus. 9330 Balboa Avenue P.O. Box 783 San Diego, CA 92112 Hm. 4910 Cline Road La Mesa, CA 90241
Robert J. Nugent, Jr.	Exec. V.P. (Operations)	Bus. 9330 Balboa Avenue P.O. Box 783 San Diego, CA 92112 Hm. 1655 Luneta Drive Del Mar, CA 92014
Barry Klein	Exec. V.P. (Marketing)	Bus. 9330 Balboa Avenue P.O. Box 783 San Diego, CA 92112 Hm. 14835 Via Del Canon Del Mar, CA 92014
Charles W. Duddles	Sr. V.P., Chief Fin. Officer and Treas. (Fin. and Admin.)	Bus. 9330 Balboa Avenue P.O. Box 783 San Diego, CA 92112 Hm. 1942 Hidden Mesa Rd. El Cajon, CA

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
William E. Rulon	Sr. V.P. and Secretary (Legal)	Bus. 9330 Balboa Avenue P.O. Box 783 San Diego, CA 92014 Hm. 2980 Bayside Walk San Diego, CA 92109
Mohammad Iqbal	V.P. (Operations Services)	Bus. 9330 Balboa Avenue P.O. Box 783 San Diego, CA 92112 Hm. 8541 Villa La Jolla Dr. La Jolla, CA 92037
Robert L. Suttie	V.P. (Controller and Ch. Acctg Off.)	Bus. 9330 Balboa Avenue P.O. Box 783 San Diego, CA 92112 Hm. 3334 Via Loma Vista Escondido, CA 92025
Bruce N. Bowers	V.P. (Purchasing)	Bus. 9330 Balboa Avenue P.O. Box 783 San Diego, CA 92112 Hm. 17720 St. Andrews Dr. Poway, CA 92064
James M. Matthews, Jr.	V.P. (Operations Region I)	Bus. 9330 Balboa Avenue P.O. Box 783 San Diego, CA 92112 Hm. 1993 Zapot Street Del Mar, CA 92014
Kenneth R. Williams	V.P. (Operations Region II)	Bus. 9330 Balboa Avenue P.O. Box 783 San Diego, CA 92112 Hm. 5374 Van Nuys Road San Diego, CA

State of Delaware

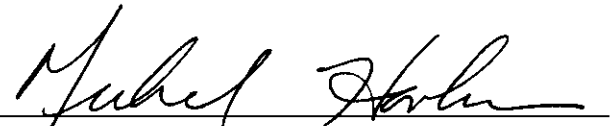


RECEIVED
SECRETARY OF STATE
NOV 1 1985

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY FOODMAKER, INC. 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 SHOWN BELOW.

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Michael Harkins, Secretary of State
10649540

AUTHENTICATION:

DATE: 11/01/1985

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