

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

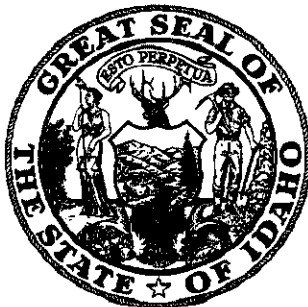
RED ROBIN INTERNATIONAL, INC.

File Number C 129987

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: August 10, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *MARK C. WELLS*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED

To the Secretary of State of Idaho
 The undersigned Corporation applies for a Certificate of Authority and states as follows: Aug 10 10 44 AM '99

1. The name of the corporation is Red Robin International, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Nevada
4. Its date of incorporation is 3/30/90
5. The address of its principal office is 5575 DTC Parkway Suite 110 Englewood, Colorado 80111
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 300 North 6th Street Boise, Idaho 83702
 _____, and its registered agent in Idaho at that address is CT Corporation System
8. The names and respective business addresses of its directors and officers are:

SECRETARY OF STATE
STATE OF IDAHO

Name	Office	Address
<u>See Attached</u>	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: August 2, 1999

Red Robin International, Inc.
(Corporation name)

By *John W. Grant*

Its Assistant Secretary
(specify capacity of signer)

Customer Acct #: _____

IDAHO SECRETARY OF STATE

(If using pre-paid account)

08/10/1999 09:00

CK: 78617 CT: 28168 BH: 248968

1 @ 100.00 = 100.00 AUTH PRO # 2
 1 @ 28.00 = 28.00 EXPEDITE C # 3

g:\corpforms\CA2.pmb Revised 4/87

C129987

RED ROBIN OFFICERS AND DIRECTORS

April 9, 1999

Unified Business ID# 601 243 728

Chairman of the Board of Directors
and Founder

Gerald R. Kingen
9345 Fauntleroy Way SW
Seattle, WA 98136

Director/President/CEO

Michael J. Snyder
142 Capulin
Castle Rock, CO 80104

Secretary/CFO

James P. McCloskey
5235 So. Logan Drive
Greenwood Village, CO 80121

Assistant Secretary/General
Counsel

John W. Grant
8376 Green Island Circle
Littleton, CO 80124

Director

Joichi Ide
10871 Gray Place
Tustin, CA 92680

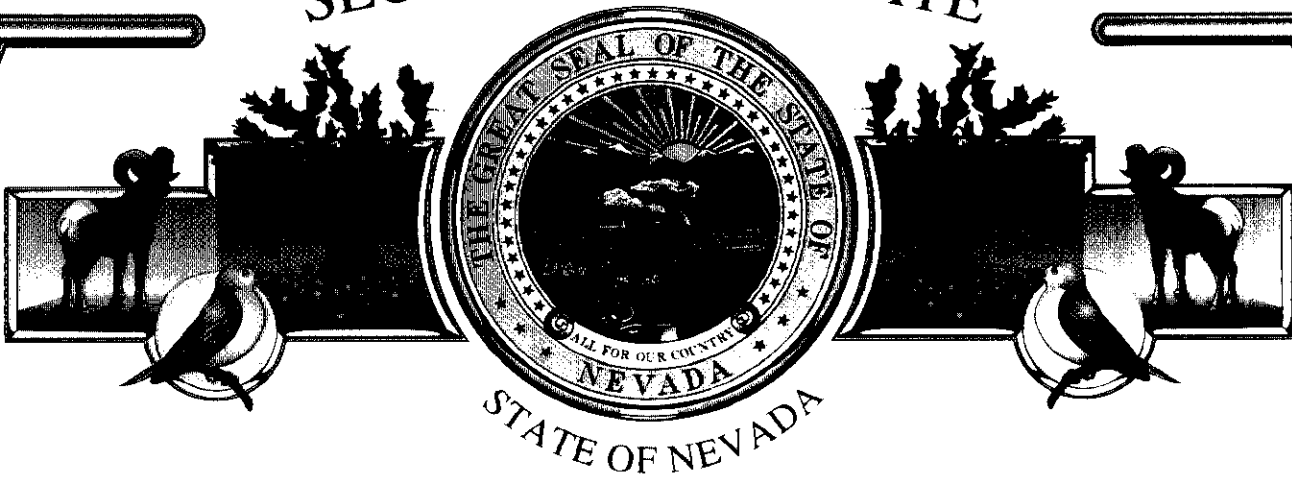
Director

Gary J. Singer
10 Torrey Pines Lane
Newport Beach, CA 92660

Director

Tasuko Chino
4-16-15 Inokashira
Mitaka, Japan

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **RED ROBIN INTERNATIONAL, INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 30, 1990, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on August 5, 1999.



Dean Heller

Secretary of State

By

Laquetta Wrey
Certification Clerk