

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

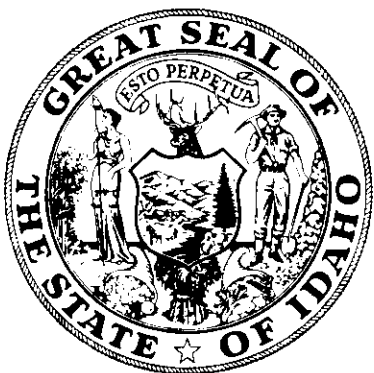
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of SANDPIPER
RESTAURANTS, INC.

into SANDPIPER INVESTMENTS, INC.,

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 February 1, 1988, 1988.



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF MERGER
OF
SANDPIPER RESTAURANTS, INC., A DOMESTIC SUBSIDIARY CORPORATION,
INTO
SANDPIPER INVESTMENTS, INC., A DOMESTIC PARENT CORPORATION

* * * * *

Pursuant to the provisions of the Idaho Business Corporation Act (particularly Idaho Code Section 30-1-75), the undersigned corporations adopt the following Articles of Merger for the purpose of merging a subsidiary corporation, SANDPIPER RESTAURANTS, INC., an Idaho corporation, into the parent corporation, SANDPIPER INVESTMENTS, INC., an Idaho corporation, as the surviving corporation:

FIRST: The following Plan and Agreement of Merger has been approved by the board of directors of SANDPIPER INVESTMENTS, INC., the surviving corporation, and by the board of directors of SANDPIPER RESTAURANTS, INC., a wholly-owned subsidiary of SANDPIPER INVESTMENTS, INC.:

(a) The name of the wholly-owned subsidiary corporation is SANDPIPER RESTAURANTS, INC., an Idaho corporation. The name of the surviving corporation is SANDPIPER INVESTMENTS, INC., an Idaho corporation, which owns 100% of the issued and outstanding common stock of Restaurants.

(b) The manner and basis of converting the shares of the subsidiary corporation into shares, obligations or other securities of the surviving corporation or of any other corporation or, in whole or in part, into cash or other property, shall be as follows: Each share of the subsidiary corporation's common stock which is issued and outstanding immediately prior to the effective date of the merger shall be cancelled by virtue of the merger. Thereupon, all property, real, personal and mixed, shall be deemed transferred to and vested in Sandpiper Investments, Inc., in accordance with the Idaho Business Corporation Act.

(c) The officers of each constituent corporation are authorized to execute such certificates of ownership and articles of merger and to take all such other actions as they deem advisable in order to complete the merger of the constituent corporations.

SECOND: The number of outstanding shares of each class of stock of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>No. of Shares Outstanding</u>	<u>Designation of Class</u>	<u>No. of Shares Owned By Surviving Corporation</u>
Sandpiper Restaurants, Inc.	33,732.5	Common	33,732.5

THIRD: The surviving corporation, as the holder of all the outstanding shares of the subsidiary corporation, hereby acknowledges receipt of a copy of the Plan and Agreement of Merger, and does further hereby waive the 30-day notice requirement before the delivery of these articles of merger to the Idaho Secretary of State, pursuant to Idaho Code Section 30-1-75.

DATED this first day of February, 1988.

The "Surviving Corporation"

SANDPIPER INVESTMENTS, INC.

By  }
MICHAEL P. OSTLING, President

ATTEST:


KAYE S. FELT, Secretary

The "Subsidiary Corporation"

SANDPIPER RESTAURANTS, INC.

By  }
MICHAEL P. OSTLING, President

ATTEST:


KAYE S. FELT, Secretary

County of Ada)

MICHAEL P. OSTLING, being first duly sworn, deposes and says:

That he is the president of SANDPIPER INVESTMENTS, INC., an Idaho corporation, and that he has signed the foregoing documents as president of the corporation, and that the statements therein contained are true.

MICHAEL P. OSTLING

SUBSCRIBED AND SWORN TO before me
this, 1st day of February, 1988.

NOTARY PUBLIC, State of Idaho
Residing at Boise, Idaho
My Commission Expires: 2/1/98

County of Ada)

MICHAEL P. OSTLING, being first duly sworn, deposes and says:

That he is the president of SANDPIPER RESTAURANTS, INC., an Idaho corporation, and that he has signed the foregoing documents as president of the corporation, and that the statements therein contained are true.

MICHAEL P. OSTLING

SUBSCRIBED AND SWORN TO before me
this 1st day of February, 1988.

NOTARY PUBLIC, State of Idaho
Residing at Boise, Idaho
My Commission Expires: 2/1/94