

State of Idaho

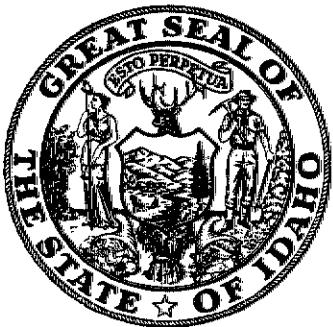
Department of State

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 H & H ENTERPRISES, INC., an Idaho corporation, file number C 83149, into NORTH'S RESTAURANTS, INC., an Oregon corporation, file number C 44134, 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: January 18, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By Joniya Herold

Idaho Supplement to Articles of Merger

Jan 18 12 31 PM '95

SECRETARY OF STATE

The undersigned foreign and domestic corporation each hereby certify that:

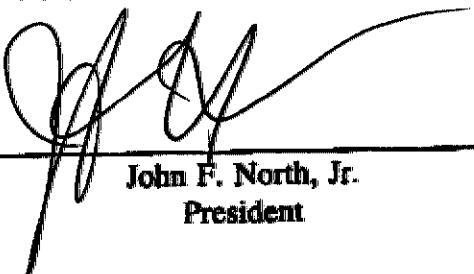
1. The information set forth in this Idaho Supplement to Articles of Merger and the Articles of Merger attached hereto (the "Articles of Merger") is true and correct.

2. The plan of merger attached hereto (the "Plan of Merger") was approved by the Boards of Directors of H & H Enterprises, Inc., an Idaho corporation ("H&H"), and North's Restaurants, Inc., an Oregon corporation ("NRI"), respectively, in the manner prescribed by the laws of the state of Idaho and Oregon, respectively, applicable to such a transaction, and by the shareholders of the respective corporations as set forth in the Articles of Merger.

3. That, NRI, the surviving corporation, hereby: (a) agrees that it may be served with process in the state of Idaho in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to the Plan of Merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against NRI; (b) irrevocably appoints the Secretary of State of Idaho as its agent to accept service of process in any proceeding referred to in item 1 above; and (c) agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under provisions of the Idaho Business Corporations Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, this Idaho Supplement to Articles of Merger has been signed as of this 12 day of January, 1995.

NORTH'S RESTAURANTS, INC.



John F. North, Jr.
President

H & H ENTERPRISES, INC.

Robert L. Haycock, Sr.
Robert L. Haycock, Sr.
President

April Haycock
April Haycock
Secretary

STATE OF IDAHO,)
County of Bannock,) ss.
)

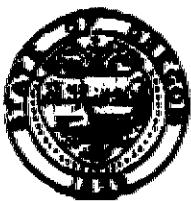
I, Jack H Robison, a notary public, do hereby certify that on this 12th day of January 1995, personally appeared before me Robert L. Haycock, Sr., who, being by me first duly sworn, declared that he is the President of H & H Enterprises, Inc. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

[SEAL]

Jack H Robison
Residing at Pocatello, Idaho
NOTARY PUBLIC
State of Idaho

My Commission expires
on 11/7/97

Submit the original
and one true copy
\$10.00



Survivor's Registry Number:

Corporation Division - Business Registry
Public Service Building
285 Capitol Street NE, Suite 151
Salem, OR 97310-1327
(503) 986-2200 Facsimile (503) 378-4381

THIS SPACE FOR OFFICE USE ONLY

ARTICLES OF MERGER

Business and/or Nonprofit Corporations

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

1. Names of the corporations proposing to merge:

A. North's Restaurants, Inc. (an Oregon corporation)

B. H&H Enterprises, Inc. (an Idaho corporation)

2. Name of the surviving corporation: North's Restaurants, Inc.

3. A copy of the plan of merger is attached.

4. Corporation A - check the appropriate statement:

Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.

Shareholder/membership approval was required. The vote was as follows:

If Corporation A is a business corporation	Class(es) entitled to vote	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against
	Common Stock	10,083,414	10,083,414	10,083,414	-0-
If Corporation A is a nonprofit corporation	Class(es) or series of shares	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against

Corporation B - check the appropriate statement:

Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.

Shareholder/membership approval was required. The vote was as follows:

If Corporation B is a business corporation	Class(es) entitled to vote	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against
	Common Stock	250	250	250	-0-
If Corporation B is a nonprofit corporation	Class(es) or series of shares	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast for	Number of votes cast against

Execution for
Surviving
Corporation

Signature

John F. North, Jr.

Printed name

President

Title

Person to contact about this filing:

Jeffrey P. Jones, Esq. (415) 233-4550

Name

Daytime phone number

MAKE CHECKS PAYABLE TO THE CORPORATION DIVISION OR INCLUDE YOUR VISA OR MASTERCARD NUMBER AND EXPIRATION DATE. SUBMIT THE COMPLETED FORM AND FEE TO THE ABOVE ADDRESS OR FAX TO (503) 378-4381.

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is made and entered into as of the 12th day of January, 1995, by and among NORTH'S RESTAURANTS, INC., an Oregon corporation ("NRI") and H & H ENTERPRISES, INC., an Idaho corporation ("H&H").

NRI and H&H hereby agree that on the Effective Date (as defined in this Plan), H&H and NRI shall merge (the "Merger") into a single corporation on the following terms and conditions:

Article 1

Merger

On the Effective Date, H&H shall be merged with and into NRI. NRI shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation"). On the Effective Date, the separate corporate existence of H&H shall cease, and the Surviving Corporation shall succeed to the properties, rights, privileges, powers, immunities and franchises of H&H.

Article 2

Effective Date

The Merger provided for in this Plan shall become effective on the later of the date the articles of merger for the Merger (the "Articles of Merger") are accepted for filing by the Idaho Secretary of State and the date the Articles of Merger are accepted for filing by the Oregon Secretary of State. The date and time of such filing is referred to in this Plan as the "Effective Date."

Article 3

Articles of Incorporation; Bylaws; Board of Directors; Officers

3.1. NRI's articles of incorporation as in effect immediately prior to the Effective Date shall be and remain the articles of incorporation of the Surviving Corporation without change or amendment until altered, amended or repealed as provided for in the articles or by law.

3.2. NRI's bylaws, as in effect immediately prior to the Effective Date, shall ~~be~~ ^{19950119 Date 0900} ~~shall~~ ⁵⁷⁴⁹⁴ ~~remain~~ ² the bylaws of the Surviving Corporation without change or amendment until altered, amended or repealed as provided for in the bylaws or by law. ~~10~~ ^{OK 11 1812} ~~30.00~~ ^{PLAT# 43826} ~~CORP~~ ^{30.00=} ~~30.00~~

3.3. On the Effective Date, the directors and officers of Surviving Corporation shall be as follows:

<u>Directors:</u>	John F. North, Jr.	
	James E. North	
	John J. Stephens	
<u>Officers:</u>	John F. North, Jr.	President
	James E. North	Executive Vice President and Secretary/Treasurer
	Richard J. Blaser	Vice President of Finance and Chief Financial Officer

Article 4

Conversion of Shares

In and by virtue of the Merger, the shares of stock of H&H outstanding at the Effective Date shall be converted as follows:

- (a) On the Effective Date, each outstanding share of the 1,000 authorized shares of H&H common stock, \$100.00 par value (the "H&H Common Stock") shall, by virtue of the Merger and without any further action on the part of H&H, the Surviving Corporation or any shareholder, be converted into 400 shares of common stock, \$.001 par value, of NRI (the "NRI Common Stock").
- (b) From and after the Effective Date, no transfer of H&H Common Stock outstanding prior to the Effective Date shall be made on the record books of H&H.

Article 5

Termination

This Plan may be terminated at any time prior to the Effective Date (whether before or after approval) only by the mutual written consent of H&H and NRI.

Article 6

Choice of Law

The validity, interpretation and performance of this Plan shall be controlled by and construed under the laws of the State of Oregon.

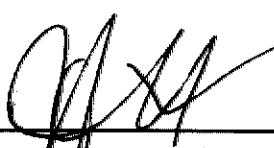
Article 7

Counterparts

This Plan may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf by its duly authorized officers, all as of the day and year first above written.

NORTH'S RESTAURANTS, INC.

By 
Title President

H & H ENTERPRISES, INC.

By 
Title President