

State of Idaho

Department of State

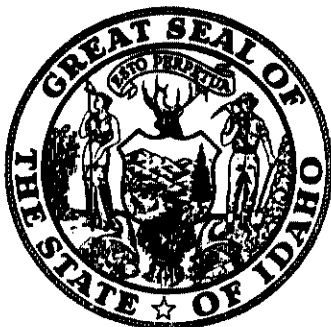
CERTIFICATE OF INCORPORATION OF

TORO VIEJO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 12, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Flint*

ARTICLES OF INCORPORATION

OF

Nov 12 9 26 AM '92

TORO VIEJO, INC. SECRETARY OF STATE

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following articles of incorporation:

ARTICLE I

Corporate Name

The name of this Corporation is TORO VIEJO, INC.

ARTICLE II

Purposes

The purposes for which this corporation is organized are to own and operate a restaurant and to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III

Duration

The period of duration of the corporation is perpetual.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is 117 North Second, Coeur d'Alene, Idaho 83814. The registered agent at that address will be Ruben Briseno.

Article V

Capital Stock

The total authorized number of par value shares of stock is ONE THOUSAND & no/100 (1,000). The aggregate par value of the total authorized number of par value shares is

FIFTY THOUSAND & no/100 DOLLARS (\$50,000.00). The total authorized number of shares without par value is -0-.

ARTICLE VI

No Preemptive Rights

Except as may otherwise be provided by the Board of Directors, no holder of any shares of this corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any securities of this corporation of any class or kind now or hereafter authorized, except as indicated herein.

ARTICLE VII

Directors

The number of directors constituting the initial board of directors is one (1) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

Ruben Briseno
924 North 15th
Coeur d'Alene, Idaho 83814
(208) 765-1686

ARTICLE VIII

No Cumulative Voting

There shall be no cumulative voting of the shares in this corporation.

ARTICLE IX

Limitation on Director Liability

To the fullest extent permitted by Idaho law and subject to the Bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article IX shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

ARTICLE X

Indemnification of Directors

To the fullest extent permitted by its Bylaws and Idaho law, this corporation is authorized to indemnify any of its directors. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of Bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article X shall not adversely affect any right of a director with respect to any right to indemnification arising prior to such amendment or repeal.

ARTICLE XI

Incorporator

The name and address of the incorporator is as follows:

PETER V. HAWKINS
HAWKINS & GUINN, P.S.
N. 501 RIVERPOINT BLVD., #121
SPOKANE, WA 99202

IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set his or her hand this 10th day of November, 1992.



PETER V. HAWKINS, INCORPORATOR

Nov 12 9 26 AM '92

CONSENT TO APPOINTMENT AS ~~SECRETARY OF STATE~~ ~~REGISTERED AGENT~~

The undersigned does hereby consent to serve as registered agent for TORO VIEJO, INC., in the State of Idaho.

Dated this 10th day of November, 1992.

TORO VIEJO, INC.

Ruben Briseno
by: Ruben Briseno
924 North 15th
Coeur d'Alene, Idaho 83814
(208) 765-1686

CONSERV