

State of Idaho

Department of State

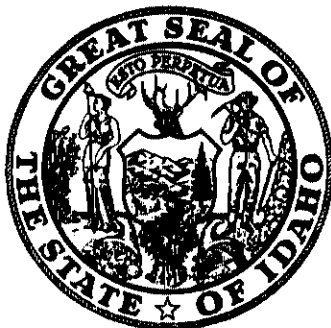
CERTIFICATE OF INCORPORATION OF

BSA GROUP, LTD.

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: March 29, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

**ARTICLES OF INCORPORATION
OF
BSA GROUP, LTD.**

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KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being a natural person of legal age and acting as the incorporator under the provisions of the Idaho General Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation shall be BSA GROUP, LTD.

**Article II
DURATION**

The duration of this corporation shall be perpetual.

**Article III
PURPOSES AND POWERS**

Section 1. Purposes

The purposes for which this corporation are organized is to engage in the business of consulting in the area of food services and any other purpose for which corporations may be organized in the state of Idaho and to engage in any lawful business activity.

Section 2. Powers

Pursuant to the general purposes of the corporation, the corporation is hereby authorized and empowered to do any and or carry on any business in the State of Idaho authorized by the corporation or the laws of the State of Idaho as necessary to compliment and augment the general purposes of the corporation.

Article IV

Stock

Section 1. Classes of Stock There shall be one class of stock and it shall be common stock.

Section 2. Number of Shares The aggregate number of shares which this corporation shall have authority to issue is One-hundred (100) shares with no par value.

Section 3. Voting rights Each share shall have equal voting powers; each share entitling the holder thereof to one (1) vote.

Section 4. Nonassessable No shares shall be issued until the same are fully paid for, and when fully paid the same shall be nonassessable. Each stock certificate shall have the following imprinted thereon: The shares represented by this certificate are fully paid for and are nonassessable.

Section 5. Internal Revenue Service Code Section 1244 All stock issued shall be considered "Section 1244 Stock" as is defined under IRS Code Section 1244. Any individual or partnership receiving such stock shall be entitled to any benefits as explained in the IRS Code Section.

Article V

Registered Agent and Office

The registered agent of this corporation is Roger A. Hylton and the registered office is 5592 W. Arco Highway, Idaho Falls, Idaho 83402.

Article VI

Incorporator

The name and address of the incorporator is Roger A. Hylton, 5592 W. Arco Highway, Idaho Falls, Idaho 83402.

Article VII

Directors

The initial Director of the corporation is Roger A. Hylton, and his address is 5592 W. Arco Highway, Idaho Falls, Idaho 83402. Said director shall serve until the first election of directors shall be held.

Article VIII

Reservation of Right to Amend Articles of Incorporation

The corporation reserves the right to amend, add to, or repeal any provision

contained in these Articles of Incorporation and the provisions set forth in the By-laws, if any. The authority to adopt and promulgate said by-laws is hereby expressly authorized in any manner not inconsistent with the laws of the State of Idaho. Said by-laws may be so adopted by the Board of Directors of this corporation and may be amended or repealed by a majority vote of such directors or by a vote of a majority of the corporations stockholders at any regular stockholders meeting or at a special meeting called for that purpose.

Article IX

Dissolution

This corporation may be dissolved by a majority vote of fifty-one percent (51%) of the stockholders at any time at a meeting called for that purpose in a manner set forth in the by-laws of the corporation, if any.

DATED THIS 1st DAY OF JANUARY, 1993.


ROGER A. HYLTON