

State of Idaho

Department of State

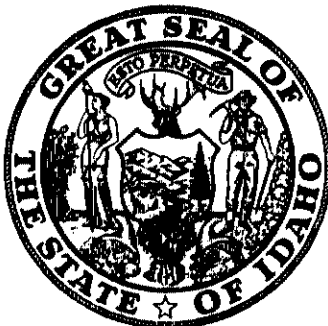
CERTIFICATE OF INCORPORATION OF

ATCO, 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: February 1, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

ARTICLES OF INCORPORATION
OF
ATCO, INC.

JAN 29 3 39 PM '93
SECRETARY OF STATE

The undersigned, being over the age of eighteen (18) acting as incorporator of a corporation under the Idaho Business Corporation Act hereby adopts, in duplicate, the following Articles of Incorporation for such corporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:
ATCO, Inc.

ARTICLE II
DURATION OF A CORPORATION

The period of duration of the corporation shall be perpetual.

ARTICLE III
CORPORATE PURPOSES

The purpose or purposes for which the corporation is organized are:

SECTION 1. To be involved in the food service and related industries.

SECTION 2. In general, to carry out any lawful business whatsoever in connection with the foregoing which is determined to directly or indirectly promote the interest of the corporation and to enhance the value of its properties.

SECTION 3. To engage in and carry on any lawful business or trade, regardless of whether or not said business or trade be directly or indirectly related to the business referred to in subsection 1 of this article and to exercise all powers granted to the corporation formed under the Idaho Business Corporation Act, including any amendments thereto or successor statute that may be hereinafter enacted.

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ARTICLE IV
CAPITALIZATION

The corporation is authorized to issue a total of One Hundred Thousand (100,000) shares with a par value of \$1.00 per each share, consisting of Ten Thousand (10,000) shares to be designated "Class A Voting Common Stock" and Ninety Thousand (90,000) shares to be designated "Class B Nonvoting Common Stock." The shares of Class A Voting Common Stock and Class B Nonvoting Common Stock shall be identical in every respect except for the voting rights to which the holders thereof shall be entitled. Each share of Class A Voting Common Stock shall entitle the holder thereof to one (1) vote on all matters submitted to the shareholders of this corporation for their approval. The shares of Class B Nonvoting Common Stock shall not entitle the holders thereof to any voting rights, except for those to which they are entitled by law.

ARTICLE V
DIVIDENDS

The holders of the stock shall be entitled to receive dividends as declared by the Board of Directors of the funds legally available for such purposes on a ratable basis.

ARTICLE VI
DISTRIBUTION FROM CAPITAL SURPLUS

The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer and dispose of its own shares to make other distributions permitted by the laws of the state of Idaho to the extent of both its unrestricted and unreserved capital surplus.

ARTICLE VII
NO PREEMPTIVE RIGHTS

The owners of shares of stock of the corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized.

ARTICLE VIII
NO CUMULATIVE VOTING

No shareholder who shall be entitled to vote on any matter that properly comes before a shareholder including election for directors shall be entitled to accumulate his votes.

ARTICLE IX
GENERAL PROVISIONS

SECTION 1. The Board of Directors shall have full power to adopt, alter, amend or repeal the bylaws or adopt new bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

SECTION 2. The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

SECTION 3. The corporation may enter into contracts and otherwise transact business as a vendor, purchaser or otherwise, with its directors, officers, and shareholders and with corporations, associations, firms, and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation but not in the case of shareholders that are not directors or officers, the nature of the interest of such director or officer, but not necessarily details or extent, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with the corporation, association, firm or entity.

ARTICLE X
REGISTERED OFFICE AND ADDRESS

The location of the initial registered office of the corporation is One Capital Center, Suite 1015, 999 Main Street, Boise, Idaho, 83702 and the name of its initial registered agent at such address in D. John Thornton.

ARTICLE XI
BOARD OF DIRECTORS

The number, qualifications, terms of office, manner of election, time and place of meetings and power and duties of the directors shall be prescribed in the bylaws, but the number of directors shall not be less than one (1), nor more than seven (7) directors on its Board of Directors. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve until the first annual meeting of the shareholders and until his successor is elected and qualified is D. John Thornton, 999 Main Street, Suite 1015, Boise, ID 83702.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is as follows: D. John Thornton, One Capital Center, Suite 1015, 999 Main Street, Boise, Idaho 83702.

ARTICLE XIII
AMENDMENT OF BYLAWS

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders.

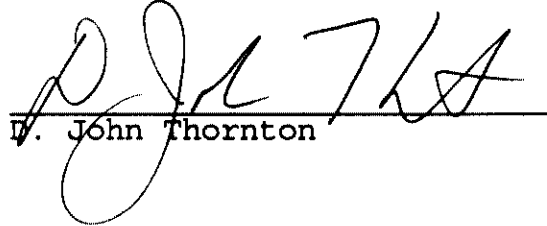
ARTICLE XIV
LIMITATION ON DIRECTOR LIABILITY

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 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 XV
INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. 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 shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of January, 1993.


W. John Thornton