



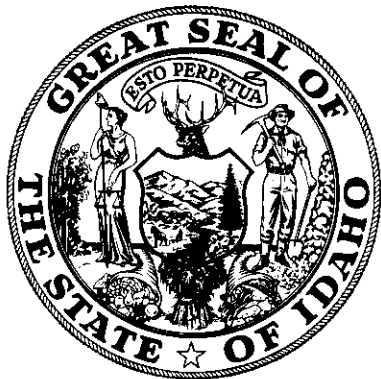
CERTIFICATE OF INCORPORATION
OF

M'S FAMILY RESTAURANT, 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: May 19, 1986





SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION OF
M'S FAMILY RESTAURANT, INC.

WE, THE UNDERSIGNED, being of full age and legal capacity, and citizens of the United States or of its territories or possessions, have this day, voluntarily associated ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and to that end hereby adopt ARTICLES OF INCORPORATION, as follows:

ARTICLE I

NAME

The name of the corporation is M'S FAMILY RESTAURANT, INC.

ARTICLE II

PURPOSES

The purposes of the corporation are to acquire, operate, and manage business property including restaurants and to conduct any and all other lawful business and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE III

DURATION

The duration of the corporation is perpetual.

ARTICLE IV

LOCATION

The location and post office address of the registered office of the corporation is in the State of Idaho, to wit:

East 5850 Mullan Trail Road
Coeur d'Alene, Idaho 83814

The name of the corporation's initial registered agent at such address is GLEN MOERING.

ARTICLE V

STOCKS

The aggregate number of shares which the corporation shall have authority to issue is 10,000 at ONE DOLLAR (\$1.00) value per share. All the stock shall be of one class.

ARTICLE VI

INCORPORATORS

The name and address of each of the incorporators of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Glen Moering	East 5850 Mullan Trail Road Coeur d'Alene, Idaho 83814
Myrtle Purvis Moering	East 5850 Mullan Trail Road Coeur d'Alene, Idaho 83814

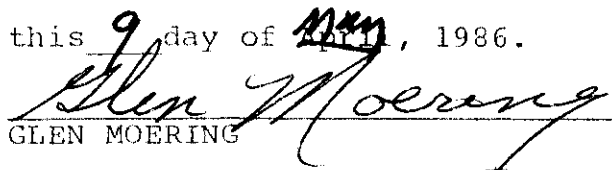
ARTICLE VII

DIRECTORS


The number of directors constituting the initial Board of Directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Glen Moering	East 5850 Mullan Trail Road Coeur d'Alene, Idaho 83814
Myrtle Purvis Moering	East 5850 Mullan Trail Road Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Idaho, we, the undersigned, have personally executed these Articles of Incorporation in duplicate on this 9 day of May, 1986.



GLEN MOERING

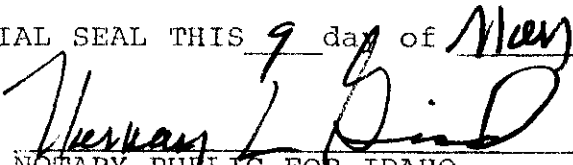


MYRTLE PURVIS MOERING

STATE OF IDAHO)
) ss.
County of Kootenai)

I, the undersigned, a Notary Public commissioned to take acknowledgment in the State of Idaho, do hereby certify that on this day, personally appeared before me, GLEN MOERING and MYRTLE PURVIS MOERING, husband and wife, who, being by me first duly sworn, declare that they are the incorporators referred to in Article VI of the foregoing Articles of Incorporation, and that they signed these Articles as such and that the statements contained therein are true.

WITNESS MY HAND and NOTORIAL SEAL THIS 9 day of May,
1986.



NOTARY PUBLIC FOR IDAHO
Residing at: COEUR D'ALENE
My Commission expires: 1-1-88