

State of Idaho

Department of State

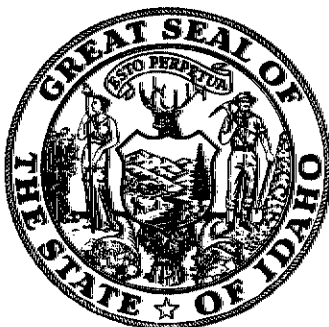
CERTIFICATE OF INCORPORATION OF

FIESTA OLE, INC.
File number C 112744

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 22, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION

Nov 22 8 24 AM '95

OF

SECRETARY OF STATE
STATE OF IDAHO

FIESTA OLÉ, INC.

IDAHO SECRETARY OF STATE

11/22/95 9:00:00 AM

CUSTOMER 46424

IVC 0002521 15384

CORPORATION PROFIT

100.00 = 100.00

THE UNDERSIGNED, being natural persons of eighteen (18) of age or more, acting as incorporators, hereby form a corporation under the Idaho Revised Business Corporation Act, and adopt the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

1.1 The name of the Corporation shall be Fiesta Olé, Inc.

ARTICLE II

REGISTERED OFFICE AND AGENT

2.1 The initial registered office of this Corporation shall be located at 1856 North Yellowstone Highway, Idaho Falls, Idaho 83401, and the initial registered agent at this street address shall be Brian C. Olsen. The signature of the registered agent is set forth on the signature page of these Articles of Incorporation.

ARTICLE III

PURPOSES AND POWERS

3.1 The primary purposes for which the Corporation is organized are:

(a) To engage in all phases of the business of restaurant food services, franchising and related business activities and pursuits.

(b) To enter into, make and perform contracts of every kind for the accomplishment of the purposes herein enumerated,

without limitation as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

(c) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation.

(d) To do any and all lawful acts, activities and pursuits permitted a corporation under the applicable laws of the State of Idaho and any other state or nation wherein this Corporation shall be licensed to transact business whether similar or dissimilar to the foregoing, and such other purposes and powers as are necessary for its operation as from time to time authorized by its Board of Directors.

(e) To enter into any lawful arrangement for sharing profits, union or interest, reciprocal association or cooperative association with any corporation, association, partnership, individual or other legal entity for the carrying on of any business and to enter into any general or limited partnership for the carrying on of any business.

(f) To conduct business anywhere in the world.

3.2 In connection with the above referred to pursuits and businesses, this Corporation shall have power to carry on other operations incidental to the pursuits mentioned and shall have power to do any and all of the things herein set forth to the same extent as natural persons could or might do.

3.3 The Corporation shall have all powers allowed by law, including, without limitation, those powers described in Sections 301 and 302 of the Idaho Revised Business Corporation Act, as amended and supplemented.

3.4 The purposes stated herein shall be construed as powers as well as purposes and the matters expressed in any clause shall not be limited by reference to or inference from the terms of any but shall be regarded as independent purposes and powers; and the enumeration of specific purposes and powers shall not be construed to limit or restrict the meaning of the general terms of the general powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it may be of like nature.

ARTICLE IV

AUTHORIZED STOCK

4.1 The authorized number of shares which this Corporation shall have authority to issue is 10,000 shares of stock at no par value. All stock of the Corporation shall be of the same class designated as common stock and shall have the same rights and preferences. The common stock shall have unlimited voting rights as provided in the Idaho Revised Corporation Act and shall be entitled to receive the net assets of the Corporation upon dissolution. Fully paid stock of this Corporation shall not be liable to any further call or assessment.

ARTICLE V

ISSUANCE OF AUTHORIZED SHARES

5.1 The authorized stock of this Corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall not have pre-emptive rights to acquire unissued shares of the stock of this Corporation.

5.2 The Corporation shall have power to purchase, sell and transfer shares of its own capital stock, bonds, and other obligations of this Corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors may determine.

ARTICLE VI

LIABILITY

6.1 No stockholder shall be liable for the debts of the Corporation beyond the amount which may be due or unpaid upon any share or shares of stock of the Corporation owned by the stockholder.

6.2 A Director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a Director to the fullest extent permitted by the Idaho Revised Business Corporation Act, or any other applicable law as now in effect, or as it may hereafter be amended.

6.3 Every person who now or hereafter shall be a director or officer of the Corporation, in addition to and not limited by

all other rights to which such person may be entitled as a matter of law, shall be indemnified to the fullest extent permitted by the Revised Business Corporation Act of the State of Idaho against all reasonable costs, expenses and liabilities actually incurred by him in connection with or resulting from any claim, action, suit, proceeding, investigation or inquiry of whatever nature in which he or she may be involved as a party or otherwise by reason of being or having been a director or officer of the Corporation and the Corporation shall reimburse such person for all legal expenses reasonably incurred in connection with any such claim, action, suit, proceeding, investigation or inquiry; provided, however, that no such person shall be indemnified against or be reimbursed for any cost, expense or liability incurred arising out of his or her willful negligence or willful misconduct toward the Corporation in the performance of his or her duties as such director or officer. The foregoing right to indemnification shall be in addition to and not in limitation of all other rights to which such person may be entitled as a matter of law, and shall inure to the benefit of the legal representatives of such person.

6.4 Neither any amendment nor appeal of this Article VI nor the adoption of any provision in these Articles of Incorporation inconsistent with this Article VI shall eliminate or reduce the affect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VII

INTERNAL AFFAIRS

7.1 Provisions for the regulation of the internal affairs of the Corporation are to be determined and are set forth in the By-Laws, which original By-Laws shall be subscribed and adopted by the Board of Directors of the Corporation. Thereafter, By-Laws may be adopted, amended or repealed whether by Shareholders or by the Board of Directors in accordance with the By-Laws.

ARTICLE VIII

DIRECTORS

8.1 The Corporation shall be governed by a Board of Directors of not less than three individuals unless the Corporation has fewer than three shareholders entitled to vote at the election of directors; the Board of Directors may then consist of the number of individuals equal to or greater than the number of these shareholders, up to three. The number of Directors which shall constitute the Board of Directors shall be as prescribed in the By-laws of the Corporation.

8.2 The number of Directors constituting the initial Board of Directors of this Corporation is two. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders, or until successors be elected and qualify are:

| <u>Name</u> | <u>Street Address</u> | <u>City & State</u> |
|-------------------|--------------------------------|--------------------------|
| Brian C. Olsen | 1856 North Yellowstone Highway | Idaho Falls, Idaho 83401 |
| Craig D. Crawford | 3145 West 800 North | West Point, Utah 84105 |

8.3 Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated Corporation, or other corporation or firm, association or entity, including any Corporation which owns all or substantially all of the shares of the capital stock of the Corporation, without regard to the fact that he or she may also be a director or officer or stockholder of or otherwise interested in or connected with such subsidiary or other corporation, or entity, association or firm, if the fact of such association, relationship or interest is disclosed or known to the Board of Directors or Shareholders entitled to vote thereon. No contract or other transaction entered into by and between the Corporation and any such subsidiary or other corporation, entity, association or firm shall be affected or invalidated by the fact that any director or officer of the Corporation may also be a director, officer or stockholder of or otherwise interested in or connected with such subsidiary or other corporation, entity, association or firm, or by the fact that said contract or transaction may be entered into by officers of the Corporation or may be authorized or ratified by the vote of the directors who may also be directors, officers or stockholders of or otherwise interested in or connected with such subsidiary or other corporation, entity, association or firm.

ARTICLE IX

MEETINGS OF SHAREHOLDERS

9.1 At any meeting of the Shareholders, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum and, if a quorum is present, the affirmative vote of a majority of the shares presented at the meeting and entitled to vote on the subject matter shall be the act of the Shareholder, unless the vote of a greater number of voting by classes is required by law, by these Articles of Incorporation, or by the By-Laws.

ARTICLE X

TRANSFER OF SHARES

10.1 After shares have been issued by the Corporation, no transfer of said stock by any Shareholder shall be binding upon this Corporation until the expiration of thirty (30) days after the Corporation, through its Secretary, and each Shareholder of the Corporation shall have received written notice from the Shareholder of the proposed transfer of sale. The notice shall state the number of shares proposed to be transferred, either with or without consideration, or sold, the price at which the proposed transfer or sale is to be made and the name of the prospective transferee or buyer. At any time during the thirty (30) day notice period, the remaining shareholders shall have the first option to purchase all of said shares at a price equal to the price offered by the prospective transferee or buyer. In the event two or more shareholders exercise their options to purchase, then each such

shareholder so exercising her option shall be entitled to purchase the percentage of such remaining shares as is equal to the percentage which that particular shareholders' ownership in the Corporation bears to the total ownership of all of the shareholders exercising their options. This section shall be inoperative where the written consent of all of the shareholders of record at the time of any such proposed transfer or sale is first had and obtained or where a gift of stock is being made by one shareholder to another shareholder of the Corporation

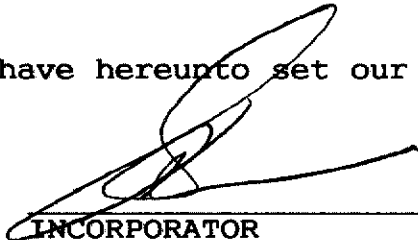
ARTICLE XI

INCORPORATORS

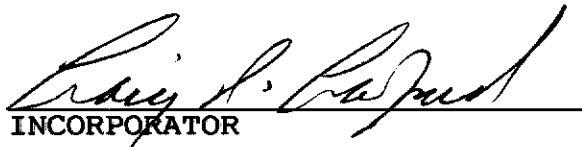
11.1 The names and addresses of the incorporators, being natural persons of full age and citizens of the United States, are as follows:

| <u>Name</u> | <u>Street Address</u> | <u>City & State</u> |
|-------------------|--------------------------------|--------------------------|
| Brian C. Olsen | 1856 North Yellowstone Highway | Idaho Falls, Idaho 83401 |
| Craig D. Crawford | 3145 West 800 North | West Point, Utah 84105 |

IN WITNESS WHEREOF, we have hereunto set our hand this 17th day of November, 1995.



INCORPORATOR



INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

I, Brian C. Olsen, do hereby accept and acknowledge the appointment as the initial registered agent for Fiesta Olé, Inc. and that I meet the requirements of the Idaho Revised Business Corporation Act.


BRIAN C. OLSEN

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

Brian C. Olsen and Craig D. Crawford, being first duly sworn, depose and say that they are the Incorporators mentioned in the foregoing instrument and that the said signatures attached are their own and the said Articles were executed by the said Incorporators and that they have read the Articles therein and the statements contained therein are true as to his own knowledge, except as to such matters stated on belief, which he also says he believes to be true.

SUBSCRIBED AND SWORN TO this 17th day of November, 1995.


NOTARY PUBLIC

My Commission Expires:
10-23-98

Residing at: SLC, UT

a:/fiesta/art.inc

