

ARTICLE OF INCORPORATION OF **FILED EFFECTIVE**
BIG BELLY DELI INC

2005 AUG 29 AM 9:00

ARTICLE I.

The name of the corporation is Big Belly Deli Inc. (the "Corporation")

SECRETARY OF STATE
STATE OF IDAHO

ARTICLE II.

The address of the registered office of the this corporation in the State of Idaho is 171 North Main Street, in the City of Hailey, County of Blaine. MAYA KNAPP

ARTICLE III.

The nature of the business or purpose to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized un the General Corporation Law of the State of Idaho.

ARTICLE IV.

The total number of shares of stock which the Corporation is authorized to issue is five hundred (500) shares of Common Stock, with no par value, all of which shall be of the same class. Each holder thereof shall be entitled to one vote at all meetings of stockholders for each share of such stock standing in her name on the books of the Corporation on the record date fixed for such meeting.

ARTICLE V.

The name and mailing address of the incorporator is Maya Knapp, 171 North Main St., Hailey, Idaho.

ARTICLE VI.

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except as otherwise provided by the Idaho General Corporation Law as the same exists or may hereafter be amended.

ARTICLE VII.

The stockholders, or the Board of Directors of the Corporation without the assent or vote of the stockholders, shall have the power to adopt, alter, amend or repeal the By-Laws of the Corporation.

ARTICLE VIII.

The Corporation reserves the right to amend, alter, change or repeal any provision set forth in this Certificate of Incorporation in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of August, 2005.

Maya Knapp
Sole Incorporator

IDAHO SECRETARY OF STATE
08/30/2005 05:00
CK: 1702 CT: 191838 BH: 908970
1 @ 100.00 = 100.00 CORP # 2

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