

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

P & R PASTA, INC.
File number C 116931

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: October 25, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lois Smock*

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CORP

CK #: 1231 CUST# 1625

DATE 10/28/1996 0900 34976
IDAHO SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

P & R PASTA, INC.

OCT 25 4 37 PM '96

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 1, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be P & R Pasta, Inc (the "Corporation").

ARTICLE II. PURPOSE

The purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho, as they may be amended from time to time, and specifically, but not in limitation thereof, for the ownership and operation of a Pasta To Go franchise.

ARTICLE III. TERM

The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE IV. AUTHORIZED SHARES OF STOCK

The authorized amount of capital of this Corporation shall be, and is, 100,000 shares of stock with a par value of \$1.00 each, making an authorized aggregate capitalized stock at par value of \$100,000.00, which such stock shall not be issued until fully paid for and once so issued shall be nonassessable. There shall be only one class of shares.

ARTICLE V. PREEMPTIVE AND PREFERENTIAL RIGHTS

Shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, and to any obligations of the Corporation convertible into stock. Any stock or obligations convertible into stock issued by the Corporation shall be offered first to the shareholders of the Corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT:

The location and the physical address of the initial registered office of the Corporation and its registered agent are as follows:

Physical Address

Registered Office: 811 South Tranquil Lane
Eagle, ID 83616

Registered Agent: Rick Shackleford

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified from time to time in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of Directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Platt Thompson 6198 South Brian Way
Boise, ID 83712

Rick Shackleford 811 South Tranquil Lane
Eagle, ID 83616

ARTICLE VIII. OTHER PROVISIONS

1. Transactions Between Corporation, Officers and Directors.

Without in any way limiting the provisions of Idaho law, no contract or other transaction between the Corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, another enterprise; any Director individually, or any firm of which any Director may be a participant, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that such Director or firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of the Corporation who is also a director, officer or other

participant of such other enterprise, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director, officer or participant of such other enterprise or not so interested.

2. Shareholder Liability.

Without in any way limiting the provisions of Idaho law, the private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever, the shares of the Corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the Corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the Corporation.

3. Director and Officer Indemnification.

3.1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceedings if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

3.2. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests

of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3.3. To the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 3.1 and 3.2 of this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

3.4. Any indemnification under Sections 3.1 and 3.2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 3.1 and/or 3.2 of this Article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtained, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by a majority of the shareholders.

3.5. Expenses (including attorneys' fees) incurred in defending a civil or criminal action suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 3.4 of this Article upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Section.

3.6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

3.7. The Corporation may purchase and maintain insurance of behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such

capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of the Idaho Business Corporation Act or of the Bylaws of the Corporation.

3.8. The Corporation's indemnity of any person who was or is a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise shall be reduced by any amounts such person may collect as indemnification (i) under any policy of insurance purchased and maintained on his/her behalf by the Corporation or (ii) from such other corporation, partnership, joint venture, trust or other enterprise.

3.9. For the purpose of this Article, the term "Corporation" includes, in addition to the resulting corporation, all constituent corporations and their predecessors absorbed in a consolidation or merger, which, if separate existence had continued, would have had power and authority to indemnify its directors or officers.

3.10. Nothing contained in this Article shall operate to indemnify any director or officer if such indemnification is for any reason contrary to law, either as a matter of public policy, or under the provisions of the Idaho Business Corporation Act, or any other applicable state or federal law.

ARTICLE X. INCORPORATOR

The name and address of the incorporator is as follows:

Incorporator's Name

Address

Rick Shackelford

811 South Tranquil Lane
Eagle, ID 83616

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective as of the 24th day of October, 1996.


Rick Shackelford, Incorporator