

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

POTATO CAKES, 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: October 18, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Doris Denworth

Corporation Clerk

ARTICLES OF INCORPORATION
OF
POTATO CAKES, INC.

RECEIVED
SEC. OF STATE

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is POTATO CAKES, INC.

ARTICLE II

Purpose: The purposes of the corporation are to own and operate a restaurant and to engage in any and all lawful businesses for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III

Duration: The period of duration of the corporation is perpetual.

ARTICLE IV

Registered office and registered agent: The address of the corporation's initial registered office in the State of Idaho is 2050 Channing Way, Idaho Falls, ID 83404 located in the County of Bonneville. The name of the corporation's initial registered agent at such address is Tom Cotton.

ARTICLE V

Stock: The total authorized number of shares of common stock is 3,000 shares. All shares shall be without par value.

ARTICLE VI

Preemptive rights: There shall be no preemptive rights granted any shareholders of the corporation.

ARTICLE VII

Directors: The number of directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are duly elected are:

Fred Madsen, 215 Circle Hills Drive, Grand Forks, North Dakota;
Tom Cotton, 1899 25th Street East, Idaho Falls, Idaho;
Douglas A. Christensen, 24 North 4th Street, Grand Forks, North Dakota.

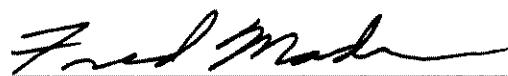
ARTICLE VIII

Incorporators: The name and address of the sole incorporator is Fred Madsen, 215 Circle Hills Drive, Grand Forks, ND.

ARTICLE IX

Additional provisions: None.

Dated this 15th day of October, 1991.



Fred Madsen