

State of Idaho

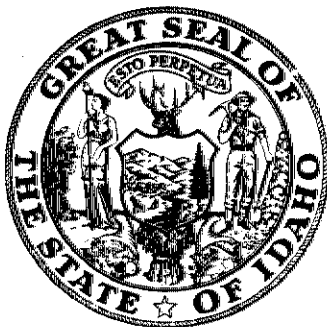
Department of State

CORPORATION REINSTATEMENT CERTIFICATE

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, do hereby certify that KELLY'S SUBWAY, INC. file number C 107477, a corporation organized under the laws of the State of Idaho, forfeited its corporate powers or its right to do business in the State of Idaho on December 2, 1996.

I FURTHER CERTIFY That the corporation has on December 23 1996, been reinstated on the records of this office, and that its corporate powers or its right too do business in the State of Idaho are hereby restored.

Dated: December 23, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Debbie Farnsworth*