

FILED/EFFECTIVE

**ARTICLES OF INCORPORATION
INTEGRATED RESTAURANT SYSTEMS, INC.**

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STATE OF IDAHO

The undersigned, acting as incorporator, pursuant to Idaho Code Section 30-1-201, hereby forms the following corporation, which shall be controlled by and have the powers enumerated in the Idaho Business Corporation Act ("Act").

ARTICLE 1

The name of the corporation is Integrated Restaurant Systems, Inc.

ARTICLE 2

The period of its duration is perpetual.

ARTICLE 3

The corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Act, including the business of restaurant operation.

ARTICLE 4

The corporation shall have authority to issue 5,000 shares. All shares shall be of the same class, that is, each outstanding share shall have both the

IDAHO SECRETARY OF STATE

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power to vote and the power to receive the net assets of the corporation upon dissolution.

The corporation's board of directors may authorize shares to be issued for consideration consisting of any tangible or intangible property, including cash and services actually performed, provided that, prior to issuance, the board shall have determined that (a) the consideration received or to be received for shares to be issued is adequate and (b) the consideration has actually been received.

Shares issued after receipt of the agreed consideration shall be fully paid and nonassessable.

The board's determination as to adequacy of consideration shall be conclusive as to whether the shares are validly issued, fully paid and nonassessable.

ARTICLE 5

The address of the initial registered office of the corporation is 204 North First Avenue, Sandpoint, ID 83864, and the name of the registered agent at such address is Stephen C. Evans.

ARTICLE 6

The affairs of the corporation shall be managed by its board of directors unless and until the

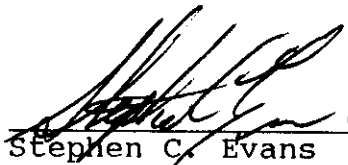
shareholders make an agreement among themselves as authorized in Idaho Code Section 30-1-732.

The initial board of directors, which shall serve until the first annual shareholders' meeting or until replacement, shall consist of two persons, namely, Stephen C. Evans, 204 North First Avenue, Sandpoint, ID 83864, and Taphne A. Lux, 204 North First Avenue, Sandpoint, ID 83864.

ARTICLE 7

The name and address of the incorporator is Stephen C. Evans, 204 North First Avenue, Sandpoint, ID 83864.

Dated March 6th, 2001.



Stephen C. Evans