



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ZANY'S PIZZA, 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: September 25, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

**OF
ZANY'S PIZZA, INC.**

RECEIVED
SEC. OF STATE

I. 91 SEP 25 AM 8 47

The name of the corporation is ZANY'S PIZZA, INC.

II.

The period of its duration is perpetual.

III.

Its purpose is the operation of a restaurant, pizza shop, and pizza delivery service, and all other purposes not prohibited by law.

IV.

It shall have the authority to issue 1,000,000 shares, all of one class, \$1.00 par value.

V.

The address of the original registered office is 105 McKinley Avenue, Kellogg, ID 83837. The name of its initial registered agent at such address is: STEVEN Z. PALMER.

VI.

The number of directors constituting its initial board of directors is one, whose name and address is: STEVEN Z. PALMER, P.O. Box 323, Pinehurst, ID 83850.

VII.

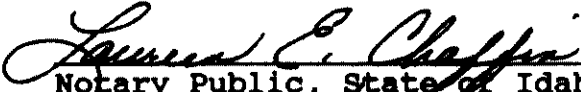
The name and address of each incorporator is: STEVEN Z. PALMER, P.O. Box 323, Pinehurst, ID 83850.

DATED this 25th day of September, 1991.

St Z Pal
STEVEN Z. PALMER

STATE OF IDAHO)
 :
County of Shoshone) ss.

I, the undersigned Notary Public for the State of Idaho, do hereby certify that on this 23rd day of September, 1991 personally appeared before me STEVEN Z. PALMER who, being by me first duly sworn, declared that he is the Incorporator of ZANY'S PIZZA, INC., an Idaho corporation; that he signed the foregoing Articles of Incorporation of ZANY'S PIZZA, INC.; that he has read the same, knows the contents thereof, and that the statements contained therein are true.



Notary Public, State of Idaho
Residing at Kingston
My Commission Expires: 07/07/92

2. ARTICLES OF INCORPORATION