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State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

TACO JOHN'S INTERNATIONAL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of TACO JOHN'S INTERNATIONAL, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to TACO JOHN'S INTERNATIONAL, INC. to transact business in this State under the name TACO JOHN'S INTERNATIONAL, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: March 18, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
SEC OF STATE
(Profit Corporation)

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SECRETARY OF STATE
19940318 0900 6382
DISTRICT 5
SEP 22 9 17 AM '93
SECRETARY OF STATE

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SECRETARY OF STATE
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Under Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies to a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

- The name of the corporation is Taco John's International Inc.
- The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
- It is incorporated under the laws of Wyoming
- The date of its incorporation is May 7, 1985 and the period of its duration is Perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 808 West 20th Street, Cheyenne, Wyoming 82003-1589
- The address to which correspondence should be addressed, if different from that in item 5. Same
- The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
- The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19940318 0900 21742 2
CL # 1740 CUST# 1
CLIP -10 60.00= 60.00

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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Pieter A. Roelofs</u>	<u>President</u>	<u>808 West 20th Street, Cheyenne, Wyoming 82003</u>
<u>Regina L. Fitzgerald</u>	<u>Secretary</u>	<u>808 West 20th Street, Cheyenne, Wyoming 82003</u>
<u>See Rider Attached for Directors</u>		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: August 24, 1993

Taco John's International Inc.
(Corporation Name)

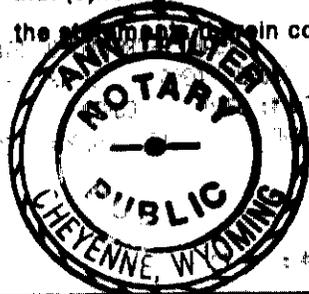
By *Pieter A. Roelofs*
Pieter A. Roelofs Its President/Vice President (please specify)

and *Regina L. Fitzgerald*
Regina L. Fitzgerald Its Secretary/Assistant Secretary (please specify)

STATE OF WYOMING
COUNTY OF LARAMIE

I, Ann Halter, a notary public, do hereby certify that on this 24th day of August, 19 93, personally appeared before me Pieter A. Roelofs, who being by me first duly sworn, declared that (s)he is the President of Taco John's International Inc.

that (s)he signed the foregoing documents as President of the corporation and that the statements herein contained are true.



Ann Halter
Notary Public

**TACO JOHN'S INTERNATIONAL, INC.
BOARD OF DIRECTORS
EFFECTIVE FEBRUARY 15, 1993**

<u>NAME</u>	<u>ADDRESS</u>
Harold W. Holmes	2800 Olive Drive Cheyenne, WY 82001
Nona M. Holmes	2800 Olive Drive Cheyenne, WY 82001
Clayton Hartman	4201 Shiloe Court Fort Collins, CO 80525
Terry O'Connor	30 Mule Deer Trail Littleton, CO 80127
James F. Woodson	4015 Snyder Avenue Cheyenne, WY 82001
Marian Woodson	4015 Snyder Avenue Cheyenne, WY 82001
Bruce Woodson	765 Okard Drive Reno, NV 89503
Janet Taylor	P. O. Box 6362 Sheridan, WY 82801
Roy Herberger	5834 North 22nd Place Phoenix, AZ 85016
Wallace Noel	900 Breakwater Drive Fort Collins, CO 80525
Jack Guthrie	22 Casa Blanca Estates Paradise Valley, AZ 85253

State of Wyoming

SEC. OF STATE

94 MAR 18 AM 8 40 Office of the
Secretary of State



United States of America, }
State of Wyoming } ss.

I, KATHY KARPAN, Secretary of State of the State of Wyoming, do hereby certify

. . . that according to the records in the office of the Secretary of State of Wyoming . . . **TACO JOHN'S INTERNATIONAL, INC.** . . . is a corporation organized and existing under the laws of the State of **WYOMING**, whose date of filing was **May 7, 1985**, and whose duration is **PERPETUAL**.

I **FURTHER CERTIFY** that this corporation has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and that Articles of Dissolution have not been filed, thus making the corporation in existence in the state of Wyoming.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this **11th** day of **March** A.D., 19 **94**

Kathy Kapan
Secretary of State
By *Paul D. Smuels*

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SEC. OF STATE
CONSENT TO USE OF NAME
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SECRETARY OF STATE

Taco John's of Idaho, a corporation organized under the laws of the State Of Idaho,
hereby consents to the organization-qualification of Taco John's International, Inc. in the
State of Idaho.

IN WITNESS WHEREOF, the said Taco John's of Twin Falls, Inc.
has caused this consent to be executed by its _____ president and attested under
its corporate seal by its _____ secretary, this 18th day of
August, 1993.

Clayton F Nielson
BY: _____

President

Attest:

Karen Nielson

Secretary

(SEAL)