



**CERTIFICATE OF INCORPORATION
OF**

RIBS EXPRESS, 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: **March 17, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Attorney

ARTICLES OF INCORPORATION

SEP 17 1995

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being of full legal age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

FIRST: That the name of said corporation shall be RIBS EXPRESS, INC.

SECOND: That the purposes for which said corporation is formed are as follows:

(A) Prepare, deliver, sell and retail food, confection, meat, condiments, and any and all other compatible restaurant substances.

(B) To purchase or otherwise acquire, own, hold, sell, lease, exchange, assign, transfer, mortgage or otherwise dispose of, and to invest, trade and deal in and with real property and any and all interests therein.

(C) To purchase or otherwise acquire, own, hold, sell, lease exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every kind and description.

(D) To enter into any kind of an agreement or contract, cooperative or profit sharing plan, with its officers or employees that the corporation may deem advantageous or expedient

or otherwise, to reward or pay such persons for their services as the directors may deem fit.

(E) To purchase, lease, or otherwise acquire in part or in whole, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets of or liabilities of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in stocks or bonds of this company or otherwise; to hold or in any manner dispose of the whole or any part of the property or business so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(F) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation and to mortgage, pledge, hypothecate, and/or convey in trust, any of all of its property, to secure the payment thereof.

(G) To discount and negotiate promissory notes, drafts, bills of exchange and other evidences of debt; to enter into, make, perform, and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof.

(H) To do any and all such acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinabove enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

(I) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall in no wise be limited or restricted, by reference to or inference from the terms of any clause, but shall be regarded as independent purposes and powers; and no recitation, expression, declaration, or specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

THIRD: The duration of the corporation shall be perpetual.

FOURTH: The name of the registered agent and the initial location and post office address of the registered office of the corporation in the State of Idaho, shall be as follows:

Norm Smalley, Registered Agent
Ribs Express, Inc.
5317 Shoshone Place
Caldwell, Idaho 83605

FIFTH: That this corporation is authorized to issue only one class of shares of common stock, the total number of which said shares is Two Hundred Fifty (250) Shares; and that said shares shall have a par value per share of One Hundred (\$100) Dollars, making the total capitalization the sum of Twenty Five Thousand (\$25,000) Dollars; and such stock may be issued by the corporation from time to time by the corporation directors thereof for the consideration as may be fixed by said corporation directors.

SIXTH: In case a stockholder desires to sell his shares of stock he must first offer them for sale to Ribs Express, Inc., it being the intention hereof to give it preference in the purchase of stock; and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock, shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and such terms shall include a purchase price equal to the fair market value of such stock, if such can be established; or if there is no fair market value, then equal to the true stock value of each stock. Unless the terms are accepted within thirty (30) days thereafter, the corporation shall be deemed to have waived its privilege of purchase and he shall be at liberty to sell to anyone else.

SEVENTH: In the event of the death of any of the stockholders the corporation shall have the right to purchase the stock of the deceased, on the same terms as provided in paragraph Sixth of these articles. If the corporation does not elect to purchase the shares of the deceased, then the executor or personal representative of the deceased may sell the said shares to any other person.

EIGHTH: The name and address of each of the incorporators and the first board of directors, being of full age and citizens of the United States, and a statement of the number of shares subscribed to by each is as follows:

Kevin L. Smalley, President
36416 Buckeye Street
Newark, CA 94560
Seventy-Five (75) Shares

Florence O. Smalley, Secretary/Treasure
36416 Buckeye Street
Newark, CA 94560
Seventy-Five (75) Shares

Norman L. Smalley, Registered Agent
5317 Shoshone Place
Caldwell, Idaho 83605
Fifty (50) Shares

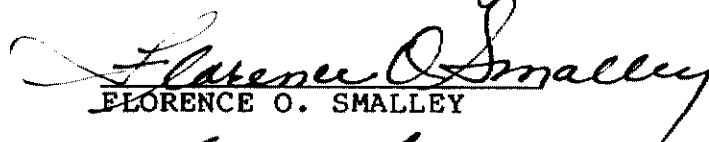
Jessie Smalley, Vice President
5317 Shoshone Place
Caldwell, Idaho 83605
Fifty (50) Shares

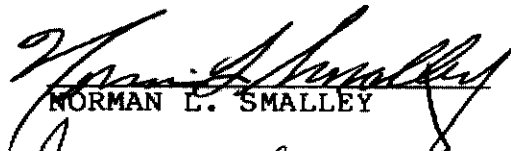
Meetings of the Board of Directors and Shareholders of this corporation may be held within or without the State of Idaho, pursuant to the laws of the State of Idaho; the annual meeting of the corporation shall be held on the 15th day of March, in each year, if not a legal holiday, and if a legal holiday, on the first secular day preceding.

TENTH: The Board of Directors shall have the power and authority to formulate, repeal, and amend By-Laws of the corporation and to adopt new By-Laws, subject to the restrictions provided by the laws of the State of Idaho.

IN WITNESS WHEREOF, the persons herein named as the Incorporators and the first Board of Directors have hereunto set their hands this 14th day of March, 1989.


KEVIN L. SMALLEY


FLORENCE O. SMALLEY


NORMAN L. SMALLEY

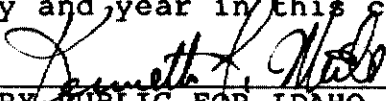

JESSIE SMALLEY

STATE OF IDAHO)
) ss.
County of Canyon)

On this 14th day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared Kevin L. Smalley, Florence O. Smalley, Norman L. Smalley, and Jessie Smalley, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first written above.

(seal)



NOTARY PUBLIC FOR IDAHO
Residing at Nampa, Idaho
My Commission Expires _____

Life