

Dec 11 1953

CERTIFICATE

OF

MERGER

OF

RESTAURANTS OF TEXAS, INC.
 SAGA DINING HALLS, INC.
 SAGA FOOD SERVICE, INC.
 SAGA FOOD SERVICE OF CALIFORNIA, INC.
 SAGA FOOD SERVICE OF COLORADO, INC.
 SAGA FOOD SERVICE OF CONNECTICUT, INC.
 SAGA FOOD SERVICE OF HAWAII, INC.
 SAGA FOOD SERVICE OF IDAHO, INC.
 SAGA FOOD SERVICE OF ILLINOIS, INC.
 SAGA FOOD SERVICE OF INDIANA, INC.
 SAGA FOOD SERVICE OF IOWA, INC.
 SAGA FOOD SERVICE OF KANSAS, INC.
 SAGA FOOD SERVICE OF KENTUCKY, INC.
 SAGA FOOD SERVICE OF MAINE, INC.
 SAGA FOOD SERVICE OF MARYLAND, INC.
 SAGA FOOD SERVICE OF MASSACHUSETTS, INC.
 SAGA FOOD SERVICE OF MISSOURI, INC.
 SAGA FOOD SERVICE OF MONTANA, INC.
 SAGA FOOD SERVICE OF NEBRASKA, INC.
 SAGA FOOD SERVICE OF NEVADA, INC.
 SAGA FOOD SERVICE OF NEW HAMPSHIRE, INC.
 SAGA FOOD SERVICE OF NEW JERSEY, INC.
 SAGA FOOD SERVICE OF OHIO, INC.
 SAGA FOOD SERVICE OF OREGON, INC.
 SAGA FOOD SERVICE OF PENNSYLVANIA, INC.
 SAGA FOOD SERVICE OF RHODE ISLAND, INC.
 SAGA FOOD SERVICE OF THE GREAT LAKES, INC.
 SAGA FOOD SERVICE OF UTAH, INC.
 SAGA FOOD SERVICE OF WASHINGTON, INC.
 AND
 SAGA FOOD SERVICE OF WEST VIRGINIA, INC.

A994154

A994154

INTO

SAGA CORPORATION

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

* * * * *

SAGA CORPORATION, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. SAGA CORPORATION, a corporation of the State of New York owns all of the outstanding shares of:
 RESTAURANTS OF TEXAS, INC.
 SAGA DINING HALLS, INC.

SAGA FOOD SERVICE, INC.
SAGA FOOD SERVICE OF CALIFORNIA, INC.
SAGA FOOD SERVICE OF COLORADO, INC.
SAGA FOOD SERVICE OF CONNECTICUT, INC.
SAGA FOOD SERVICE OF HAWAII, INC.
SAGA FOOD SERVICE OF IDAHO, INC.
SAGA FOOD SERVICE OF ILLINOIS, INC.
SAGA FOOD SERVICE OF INDIANA, INC.
SAGA FOOD SERVICE OF IOWA, INC.
SAGA FOOD SERVICE OF KANSAS, INC.
SAGA FOOD SERVICE OF KENTUCKY, INC.
SAGA FOOD SERVICE OF MINE, INC.
SAGA FOOD SERVICE OF MARYLAND, INC.
SAGA FOOD SERVICE OF MASSACHUSETTS, INC.
SAGA FOOD SERVICE OF MISSOURI, INC.
SAGA FOOD SERVICE OF MONTANA, INC.
SAGA FOOD SERVICE OF NEBRASKA, INC.
SAGA FOOD SERVICE OF NEVADA, INC.
SAGA FOOD SERVICE OF NEW HAMPSHIRE, INC.
SAGA FOOD SERVICE OF NEW JERSEY, INC.
SAGA FOOD SERVICE OF OHIO, INC.
SAGA FOOD SERVICE OF OREGON, INC.
SAGA FOOD SERVICE OF PENNSYLVANIA, INC.
SAGA FOOD SERVICE OF RHODE ISLAND, INC.
SAGA FOOD SERVICE OF THE SALINE LAKES, INC.
SAGA FOOD SERVICE OF UTAH, INC.
SAGA FOOD SERVICE OF WASHINGTON, INC.
SAGA FOOD SERVICE OF WEST VIRGINIA, INC.

7. As to each subsidiary corporation, the designation and
number of outstanding shares and the number of such shares owned by

the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
RESTAURANTS OF TEXAS, INC.	1,000 Common	1,000
SAGA DINING HALLS, INC.	12 Common	12
SAGA FOOD SERVICE, INC.	12 Common	12
SAGA FOOD SERVICE OF CALIFORNIA, INC.	120 Common	120
SAGA FOOD SERVICE OF COLORADO, INC.	120 Common	120
SAGA FOOD SERVICE OF CONNECTICUT, INC.	100 Common	100
SAGA FOOD SERVICE OF HAWAII, INC.	100 Common	100
SAGA FOOD SERVICE OF IDAHO, INC.	60 Common	60
SAGA FOOD SERVICE OF ILLINOIS, INC.	15 Common	15
SAGA FOOD SERVICE OF INDIANA, INC.	100 Common	100
SAGA FOOD SERVICE OF IOWA, INC.	60 Common	60
SAGA FOOD SERVICE OF KANSAS, INC.	12 Common	12
SAGA FOOD SERVICE OF KENTUCKY, INC.	100 Common	100
SAGA FOOD SERVICE OF MAINE, INC.	100 Common	100
SAGA FOOD SERVICE OF MARYLAND, INC.	100 Common	100
SAGA FOOD SERVICE OF MASSACHUSETTS, INC.	120 Common	120
SAGA FOOD SERVICE OF MISSOURI, INC.	600 Common	600
SAGA FOOD SERVICE OF MONTANA, INC.	120 Common	120
SAGA FOOD SERVICE OF NEBRASKA, INC.	100 Common	100
SAGA FOOD SERVICE OF NEVADA, INC.	100 Common	100
SAGA FOOD SERVICE OF NEW HAMPSHIRE, INC.	100 Common	100
SAGA FOOD SERVICE OF NEW JERSEY, INC.	12 Common	12
SAGA FOOD SERVICE OF OHIO, INC.	12 Common	12
SAGA FOOD SERVICE OF OREGON, INC.	100 Common	100
SAGA FOOD SERVICE OF PENNSYLVANIA, INC.	120 Common	120
SAGA FOOD SERVICE OF RHODE ISLAND, INC.	10 Common	10

SAGA FOOD SERVICE OF THE GREAT LAKES, INC.	12	Common	12
SAGA FOOD SERVICE OF UTAH, INC.	600	Common	600
SAGA FOOD SERVICE OF WASHINGTON, INC.	120	Common	120
SAGA FOOD SERVICE OF WEST VIRGINIA, INC.	120	Common	120

3. (a) The certificate of incorporation of SAGA CORPORATION was filed in the Department of State on the 17th day of June, 1957, under the name Saga Administrative Corporation.

The certificate of incorporation of SAGA DINING HALLS, INC. was filed in the Department of State on the 19th day of April, 1949.

(b) The following foreign corporations, were incorporated under the laws of the states indicated on the dates indicated, and none of said foreign corporations has filed an application for authority to do business in New York:

<u>Name of Foreign Corporations</u>	<u>Dates Incorporated</u>
RESTAURANTS OF TEXAS, INC. (Texas Domestic)	6/10/70
SAGA FOOD SERVICE, INC. (Texas Domestic)	7/18/57
SAGA FOOD SERVICE OF CALIFORNIA, INC. (California Domestic)	5/09/58
SAGA FOOD SERVICE OF COLORADO, INC. (Colorado Domestic)	6/29/59
SAGA FOOD SERVICE OF CONNECTICUT, INC. (Connecticut Domestic)	10/7/63
SAGA FOOD SERVICE OF HAWAII, INC. (California Domestic)	7/05/63
SAGA FOOD SERVICE OF IOWA, INC. (Iowa Domestic)	8/08/58
SAGA FOOD SERVICE OF ILLINOIS, INC. (Illinois Domestic)	6/15/55
SAGA FOOD SERVICE OF INDIANA, INC. (Indiana Domestic)	1/27/64
SAGA FOOD SERVICE OF IOWA, INC. (Iowa Domestic)	2/18/57
SAGA FOOD SERVICE OF KANSAS, INC. (Kansas Domestic)	1/22/58

SAGA FOOD SERVICE OF KENTUCKY, INC. (Kentucky Domestic)	9/17/61
SAGA FOOD SERVICE OF MAINE, INC. (Maine Domestic)	7/18/63
SAGA FOOD SERVICE OF MARYLAND, INC. (Maryland Domestic)	8/08/63
SAGA FOOD SERVICE OF MASSACHUSETTS, INC. (Massachusetts Domestic)	6/24/59
SAGA FOOD SERVICE OF MISSOURI, INC. (Missouri Domestic)	8/03/62
SAGA FOOD SERVICE OF MONTANA, INC. (Montana Domestic)	7/15/59
SAGA FOOD SERVICE OF NEBRASKA, INC. (Nebraska Domestic)	9/07/65
SAGA FOOD SERVICE OF NEVADA, INC. (Nevada Domestic)	10/21/66
SAGA FOOD SERVICE OF NEW HAMPSHIRE, INC. (New Hampshire Domestic)	8/09/67
SAGA FOOD SERVICE OF NEW JERSEY, INC. (New Jersey Domestic)	4/07/58
SAGA FOOD SERVICE OF OHIO, INC. (Ohio Domestic)	7/11/55
SAGA FOOD SERVICE OF OREGON, INC. (Oregon Domestic)	10/14/63
SAGA FOOD SERVICE OF PENNSYLVANIA, INC. (Pennsylvania Domestic)	7/27/60
SAGA FOOD SERVICE OF RHODE ISLAND, INC. (Rhode Island Domestic)	3/11/66
SAGA FOOD SERVICE OF THE GREAT LAKES, INC. (Wisconsin Domestic)	2/20/56
SAGA FOOD SERVICE OF UTAH, INC. (Utah Domestic)	10/23/58
SAGA FOOD SERVICE OF WASHINGTON, INC. (Washington Domestic)	1/21/59

SAGA FOOD SERVICE OF WEST VIRGINIA, INC.
(West Virginia Domestic)

8/7/56

(c) The merger is permitted by the laws of the state of incorporation of each foreign subsidiary and is in compliance therewith.

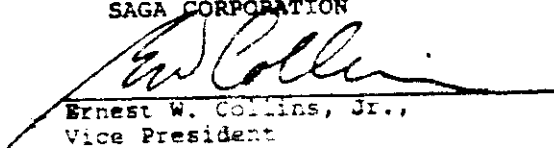
4. The surviving corporation owns all of the outstanding shares of each corporation to be merged.

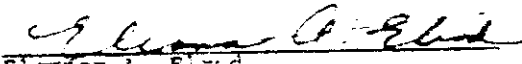
5. The merger shall be effective on the filing of this certificate.

6. The plan of merger was adopted by the Board of Directors of the surviving corporation.

IN WITNESS WHEREOF, this certificate has been signed on the 16th day of June, 1983 and the statements contained therein are affirmed as true under penalties of perjury.

SAGA CORPORATION


Ernest W. Collins, Jr.,
Vice President

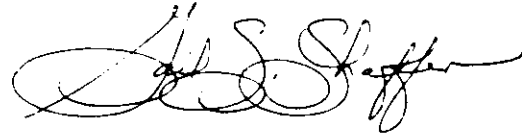

Eleanor A. Elrod,
Assistant Secretary

State of New York }
Department of State } ss.:

66382

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on



Secretary of State