

# State of Idaho

## Department of State

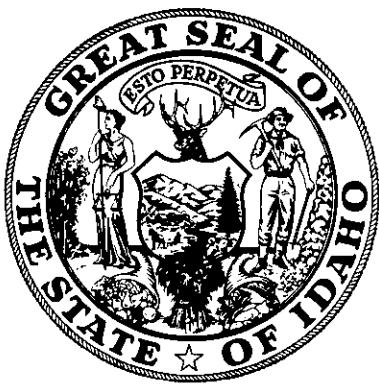
### CERTIFICATE OF INCORPORATION OF

PEGASUS UNLIMITED INTERNATIONAL, 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 15, 1986



Pete T. Cenarrusa  
SECRETARY OF STATE

by: \_\_\_\_\_

ORIGINAL

ARTICLES OF INCORPORATION  
OF  
PEGASUS UNLIMITED INTERNATIONAL, INC.

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We, the undersigned, all citizens of the United States of America, of legal age and subscribed to shares of the corporation to be organized pursuant hereto, for the purpose of forming a corporation under the laws of the State of Idaho, hereby adopt the following ARTICLES OF INCORPORATION.

I.

The name of the proposed corporation is:

PEGASUS UNLIMITED INTERNATIONAL, INC.

II.

The general nature of the business proposed is: Restaurant Consulting.

III.

The duration of this corporation shall be perpetual.

IV.

The location and address of the registered office of this corporation in the State of Idaho is: 202 Elder Building, 402 Sherman Avenue, P.O. Box 1086, Coeur d'Alene, Idaho, 83814. The registered agent shall be: MICHAEL J. QUINN.

V.

The total number of par value shares authorized is One Hundred (100) shares of non-assessable, voting common stock having a par value of One Dollar (\$1) per share. The aggregate par value of the total authorized number of par value shares is One Hundred Dollars (\$100). The company is permitted to purchase its own stock.

VI.

The holders of shares of any class of the corporation's stock shall have the first right, during a reasonable time to be fixed by the Board of Directors, to purchase shares of the same class authorized for sale by the corporation, in

proportion to their respective holdings of shares of such class at a price to be fixed by the Board of Directors.

VII.

The names and post office address of the incorporators and the number of shares and class of shares for which each subscribes is as follows:

<u>NAME AND ADDRESS:</u>	<u>NUMBER OF SHARES COMMON STOCK</u>
MICHAEL J. QUINN, P.O. Box 5187, Coeur d'Alene, Idaho 83814	60 shares
JOHN P. BERTONI, 2137 Buckskin Rd., Livermore, California 94550	20 shares
WILLIAM V. BROWN, P.O. Box 1086 Coeur d'Alene, Idaho, 83814	20 shares

VIII.

The following provisions are adopted for the purpose of further defining, limiting and regulating the business of the corporation, its directors and stockholders:

(a) The directors may from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books (other than the stock ledger) of the stockholders, and no stockholder shall have any right to such inspections, except as such right is conferred by statute or expressly authorized by resolution of the Board of Directors of the corporation.

(b) Both stockholders and directors shall have the power, if the By-Laws provide, to hold their meetings within or without the State of Idaho, to have one or more offices in addition to the principal office at Coeur d'Alene, Idaho, and to keep the books of the corporation (subject to statutory provisions) outside the State of Idaho at such places as they may from time to time designate.

(c) The Board of Directors is expressly authorized, without the consent of the stockholders, to make, alter, amend or rescind the By-Laws of the corporation; provided, however, that it is not empowered to alter, amend or rescind any By-Laws relative to the number of Directors of this corporation, their qualification, the method and manner of voting for their selection, the terms of their offices or their compensation, and it shall not abrogate the shareholders rights to exclusive control in these matters.

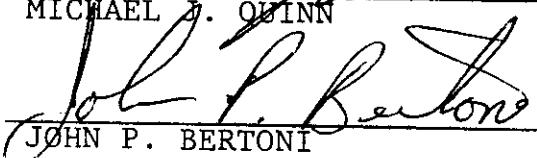
(d) Additional powers may be conferred upon the Board of Directors or the corporation from time to time by its By-Laws or by vote of a majority of the stockholders at a regular or special meeting called for that purpose, and any powers so given may be revoked in the same manner, except insofar as they may have been exercised before revocation.

(e) Directors and officers of the corporation need not be residents of the State of Idaho nor shareholders of the corporation.

(f) Michael J. Quinn, John P. Bertoni and William V. Brown, shall serve as interim Directors.

IN WITNESS WHEREOF, we, all being the incorporators above-named, have hereunto set our hands and seals this 11th day of September, 1986.

  
MICHAEL J. QUINN

  
JOHN P. BERTONI

  
WILLIAM V. BROWN

STATE OF CALIFORNIA

COUNTY OF San Bernardino

On Sept. 3, 1986

said State, personally appeared

Michael J. Quinn

} ss.

before me, the undersigned, a Notary Public in and for

the person whose name is

subscribed to the

within instrument and acknowledged that he ex-

ecuted the same.

WITNESS my hand and official seal.

Signature John Seiler

STAPLE HERE



OFFICIAL SEAL  
FRED E. SEILER  
NOTARY PUBLIC CALIFORNIA  
PRINCIPAL OFFICE IN  
SAN BERNARDINO COUNTY  
My Commission Expires Oct. 31, 1986

(This area for official notarial seal)

STATE OF CALIFORNIA

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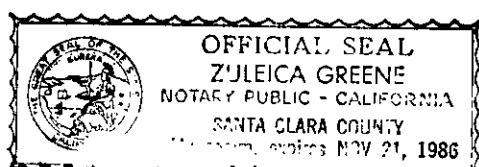
ss.

County of Santa Clara

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On this 21st day of July, 1986, before me, a Notary Public in and for said State, personally appeared JOHN P. BERTONI, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

WITNESS My hand and official seal.



Zuleica Greene  
Notary Public for California  
Residing at: Santa Clara

STATE OF IDAHO )  
ss.  
County of Kootenai )

On this 11<sup>th</sup> day of September, 1986, before me, a Notary Public for Idaho, appeared WILLIAM V. BROWN, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged to me that he executed the same.

WITNESS My hand and official seal.

Virginia Strouse  
Notary Public for Idaho  
Residing at: Coeur d'Alene  
My Commission Expires: 7-18-91