

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

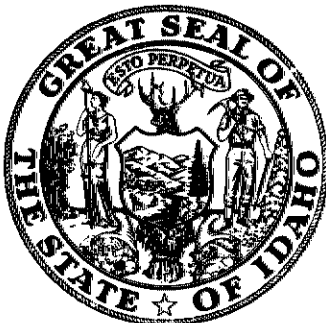
EDUARDO'S RESTAURANT OF POCA TELLO, INC.

File number C 107967

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: October 12, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

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ARTICLES OF INCORPORATION OF
EDUARDO'S RESTAURANT OF POCATELLO, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural citizens of the United States and of full age and majority, have this day and do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

ARTICLE I.

The name of this corporation shall be EDUARDO'S RESTAURANT OF POCATELLO, INC.

ARTICLE II.

The purpose and objects for which this corporation is formed are:

1. To generally engage in, do and perform any enterprise, act or vocation permitted or authorized pursuant to the provisions of the Idaho Business Corporation Act and amendments thereto.

ARTICLE III.

This corporation shall have a perpetual existence.

ARTICLE IV.

The total number of shares which the corporation is authorized to issue is One hundred thousand (100,000). The par value of each share is zero (-0-).

ARTICLE V.

There are no provisions granting or denying preemptive rights.

ARTICLE VI.

The address of the initial registered office of the corporation is: 612 Yellowstone, Pocatello, Idaho, 83201 and the name of its initial registered agent at such address is: Eduardo Marin.

The mailing address of the registered office and the registered agent at such address is: 612 Yellowstone, Pocatello, Idaho, 83201.

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ARTICLE VII.

The number of directors constituting the initial board of directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successors are elected and shall qualify is:

Eduardo Marin
612 Yellowstone
Pocatello, ID 83201

Provided, however, that any greater or fewer number of directors may be provided for by the By-Laws of said corporation.

ARTICLE VIII.

The name and address of each incorporator is:

Eduardo Marin
612 Yellowstone
Pocatello, ID 83201

ARTICLE IX.

The board of directors is especially authorized to alter, amend or repeal the By-Laws of the corporation and to adopt new By-Laws, subject to law or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand this 12th day of Aug, 1994.


Eduardo Marin


ACKNOWLEDGMENT

STATE OF IDAHO)
) ss.
County of Cadwell)

On this 12th day of Aug, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared EDUARDO MARIN, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and

affixed my official seal on the day and year in this
instrument first above written.



NOTARY PUBLIC FOR IDAHO
Residing at : Cardinal, ID
Commission Expires: 10/19/99

August 16, 1994

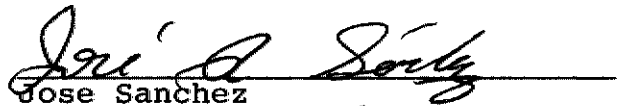
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SECRETARY OF STATE
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Secretary of State
Statehouse Mail, Room 203
Boise, Idaho 83720

RE: EDUARDO'S RESTAURANT OF POCATELLO, INC.

Dear Secretary of State:

As the sole stockholders and directors of EDUARDO'S RESTAURANT, INC. we hereby authorize the existence and establishment of Eduardo's Restaurant of Pocatello, Inc.


Jose Sanchez


Eduardo Marin