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ARTICLES OF INCORPORATION

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OF

STATE OF IDAHO

MARTHA'S, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is Martha's, Inc.

SECOND

The period of its duration is perpetual.

THIRD

The purpose or purposes for which the corporation is organized are: Providing a restaurant/eating establishment to serve the general public, and all other things incidental thereto necessary to conduct business, together with the transaction of all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Section 30-1-3.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is five thousand (5,000) shares of \$1.00 per share value common stock.

IDAHO SECRETARY OF STATE

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FIFTH

Shareholders shall have full pre-emptive rights.

SIXTH

Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the By-laws of the corporation, including provision for the restriction on transfer of shares, as provided in Idaho Business Corporation Act, Section 30-1-23A.

SEVENTH

The address of the initial registered office of the corporation is 279 East Alice, Blackfoot, Idaho, and the name of its initial registered agent at such address is Clement W. Metz.

EIGHTH

The number of directors constituting the initial Board of Directors of the corporation is two (2), and the names and addresses of persons who are to serve as Directors until the first annual meeting of shareholders, or until the first annual meeting of shareholders, or until their successors are elected and shall qualify are:

Clement W. Metz	279 East Alice, Blackfoot, ID 83221
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Pamela K. Metz	279 East Alice, Blackfoot, ID 83221
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NINTH

The name and address of each incorporator is:

Clement W. Metz	279 East Alice, Blackfoot, ID 83221
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DATED AND SIGNED this 23 day of February, 2000.

Clement W. Metz
CLEMENT W. METZ

STATE OF IDAHO)
) ss.
County of Bingham)

On this 23 day of February, 2000, before me, the undersigned, a notary public in and for said state, personally appeared CLEMENT W. METZ, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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 above written.

Shirley Beason
Notary Public for State of Idaho
Residing at Blackfoot

My cmn exprs: 12/1/2000