



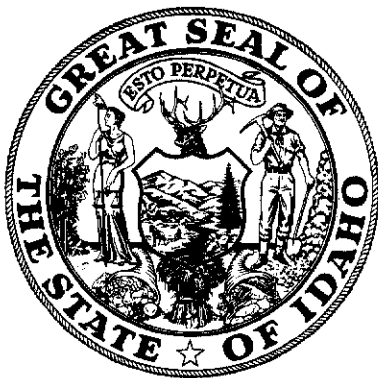
CERTIFICATE OF INCORPORATION
OF

MIDEE FOOD SERVICES, 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 3, 1986



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

MIDEE FOOD SERVICES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Business Corporation Act, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of the corporation is
MIDEE FOOD SERVICES, INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Idaho.

Without limiting in any manner the scope and generality of the foregoing, it is hereby provided that the corporation shall have the following purposes, objects and powers:

To own/lease real estate for the operation of restaurants.

The business or purpose of the corporation is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise any or all of its corporate powers and rights, in the State of Idaho, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

The enumeration herein of the objects and purposes of the corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects or purposes which the corporation is empowered to exercise, whether expressly by force of the laws of the State of Idaho now or hereafter in effect, or impliedly by the reasonable construction of the said laws.

THIRD: The corporation is to have perpetual existence.

FOURTH: The address of the registered office of the corporation in the State of Idaho shall be First ~~Interstate~~ Bank Building, 700 West Idaho, Boise Idaho 83701, and its registered agent at that address is United States Corporation Company.

FIFTH: The total authorized number of shares that the corporation is authorized to issue is Ten thousand (10,000) at Ten dollars (\$10.00) par value.

Transferability of the shares of the corporation is restricted in the following manner:

(a) No shares of the stock of this corporation (including other securities convertible thereinto), whether now or hereafter issued, shall descend, or be sold, transferred, assigned or devised by the owner(s) thereof unless and until (1) a written offer to sell such shares shall have been first delivered to the corporation which shall thereupon and for thirty (30) days be entitled to purchase such shares or any part thereof, and (2) if any shares remain unpurchased by the corporation it shall at any time of its choosing within said thirty (30) days notify its stockholders in writing that they shall be entitled for thirty (30) days from delivery of the corporation's notice to purchase their respective proportions (pro-rata) of such shares.

(b) The price to be paid for the shares, which shall be set forth in the written offers and notices prescribed above, shall be the fair market value thereof, or, if there is no established market value, the book value thereof ("book value" being the appraised value of all corporate assets and liabilities as of the date of the last balance sheet), or at a price not exceeding the amount offered in writing by a bona fide offer to purchase said shares, whichever shall be higher.

(c) These terms shall be binding upon all stockholders of record, their heirs, executors, administrators and assigns, and shall include transfers by will, gift, intestacy, and all third parties or otherwise, except that the transfer of shares to the spouse and/or children of the then record owner of said restricted or limited by this provision.

(d) All offers and notices, if mailed, shall be deemed to have been delivered on the day mailed postage prepaid, addressed to the shareholders of the corporation, as above, according to the books of the corporation, and the shares shall be transferable, other than to the corporation's shareholders in the manner required herein, only upon proof of compliance herewith.

SIXTH: The names and addresses of the initial directors are:

<u>Names</u>	<u>Addresses</u>
Leela Q. Loper	400 Arabian Road Palm Beach, Florida 33480
William T. Dunn	7116 Stinson Avenue Gig Harbor, West Virginia 98335
Gerald Scher	Suite 400, 1331 Pennsylvania Ave., N. W. Washington, D. C. 20004

SEVENTH: The name and address of the incorporator is as follows:

<u>NAME</u>	<u>Address</u>
Gloria M. Barry	1025 Vermont Avenue, N. W. Suite 1125 Washington, D. C. 20005

EIGHTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To repeal and amend the By-Laws of the corporation and to adopt new By-Laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for depreciation and depletion and losses of every character, or to abolish any such reserves in the manner allowed by the laws of the State of Idaho.

By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the Board of Directors in the management of the business of the corporation.


When and as authorized by the affirmative vote of the holders of majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose, the Board of Directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, which may

be in whole or in part shares of stock in any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

NINTH: Fully paid shares of the stock of the corporation shall not be subject to assessment.

TENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of February, 1986.


(Gloria M. Barry)

DISTRICT OF COLUMBIA) SS.:

On this 28th day of February in the year 1986
before me, Jacky Karnchanaphati, a Notary Public in and for
The District of Columbia, personally appeared, Gloria M. Barry,
to me known to be the person whose name is subscribed to the within
instrument and acknowledged to me that she executed the same.

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

Jacky Karnchanaphati

My Commission Expires July 31, 1986