ARTICLES OF MERGER OF BIZZ MART, INC. INTO
GOLD BUFFET FRANCHISES, INC.

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SECRETARY OF STATE

Pursuant to the provisions of Chapter 496A of the Code of Iowa, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

FIRST: The following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by Chapter 496A of the Code of Iowa. See Plan of Merger attached hereto and marked Exhibit "A".

SECOND: As to each of the undersigned corporations, the number of shares outstanding are as follows:

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING	DESIGNATION OF CLASS
Gold Buffet Franchises, Inc.	42	Common
Bizz Mart, Inc.	679	Common

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

NAME OF CORPORATION	TOTAL VOTED FOR	TOTAL VOTED AGAINST
Gold Buffet Franchises	42	None
Bizz Mart, Inc.	679	None

Dated this 10th day of May, 1979.

FILED NO. 421
BOOK 32 PAGE 549
1979 SEP -5 AM 9:21
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee $15.00

BIZZ MART, INC.

By Carroll Meyer
Carroll Meyer, President

By Carroll Meyer
Carroll Meyer, Secretary

GOLD BUFFET FRANCHISES, INC.

By Carroll Meyer
Carroll Meyer, President

By Carroll Meyer
Carroll Meyer, Secretary

STATE OF IOWA :
: ss
MADISON COUNTY :

On this 10 day of May, 1979, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Carroll Meyer, to me personally known, who, being by me duly sworn, did say that he is the president and secretary of Bizz Mart, Inc. executing the within and foregoing instrument to which this is attached, that no seal has been procured by Bizz Mart, Inc.; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Carroll Meyer as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

Jerrold B Oliver
Notary Public in and for the State of Iowa

JERROLD B. OLIVER
MY COMMISSION EXPIRES
September 30, 1979

STATE OF IOWA :
: ss
MADISON COUNTY :

On this 10 day of May, 1979, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Carroll Meyer, to me personally known, who, being by me duly sworn did say that he is the president and secretary of Gold Buffet Franchises, Inc. executing the within and foregoing instrument to which this is attached, that no seal has been procured by the said corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Carroll Meyer as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

Jerrold B Oliver
Notary Public in and for the State of Iowa

JERROLD B. OLIVER
MY COMMISSION EXPIRES
September 30, 1979

EXHIBIT "A"

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OF STATE

PLAN OF MERGER OF BIZZ MART, INC. INTO
GOLD BUFFET FRANCHISES, INC.

1. MERGER. Bizz Mart, Inc., an Iowa corporation, shall be merged into Gold Buffet Franchises, Inc., an Iowa corporation.

2. TERMS OF MERGER. The terms of merger are:

a. Bizz Mart, Inc. shall be merged into Gold Buffet Franchises, Inc. in accordance with the statutory procedure set forth in Iowa Code Sections 496A.68 and 496A.71.

b. Gold Buffet Franchises, Inc. shall be the surviving corporation and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Gold Buffet Franchises, Inc. shall continue unaffected and unimpaired by the merger. The Articles of Incorporation and the Bylaws of Gold Buffet Franchises, Inc. shall remain in effect unaltered as the Articles of Incorporation and the Bylaws of the surviving corporation.

c. The corporate identity, existence, purposes, powers, franchises, rights, and immunities of Bizz Mart, Inc. shall be merged into Gold Buffet Franchises, Inc. and Gold Buffet Franchises, Inc. shall be fully vested therewith.

d. The separate existence of Bizz Mart, Inc., except insofar as specifically otherwise provided by law, shall cease at the effective time, whereupon Bizz Mart, Inc. and Gold Buffet Franchises, Inc. shall become a single corporation.

3. BASIS OF EXCHANGE. The manner and basis of converting the shares of Bizz Mart, Inc. into shares of Gold Buffet Franchises, Inc. shall be as follows:

a. The outstanding shares of Gold Buffet Franchises, Inc. shall not be changed or converted as a result of the merger, and following the effective time all shares of Gold Buffet Franchises, Inc. heretofore authorized shall be authorized shares of the surviving corporation and all shares of Gold Buffet Franchises, Inc. then outstanding shall remain outstanding and shall be subject to all the provisions of this plan of merger.

b. At the effective time, 49 share(s) of the common stock of Bizz Mart, Inc. shall be converted into 1 share(s) of the common stock of Gold Buffet Franchises, Inc. Each such holder of outstanding common shares of Bizz Mart, Inc. upon the surrender to Gold Buffet Franchises, Inc. of 49 share(s) for cancellation shall be entitled to receive 1 share(s) of Gold Buffet Franchises, Inc.

4. SHAREHOLDERS APPROVAL. Upon approving this plan of merger, the Board of Directors of Gold Buffet Franchises, Inc. and Bizz Mart, Inc. respectively, shall by resolution, direct that this plan of merger be submitted to a vote at special meetings of shareholders of Bizz Mart, Inc. and Gold Buffet Franchises, Inc., respectively, to be held on May 10, 1979.

5. EFFECTIVE TIME. This merger shall be effective May 31, 1979.

Dated this 10th day of May, 1979.

BIZZ MART, INC.

By Carroll Meyer
Carroll Meyer, President

By Carroll Meyer
Carroll Meyer, Secretary

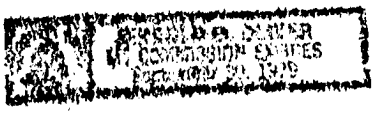
GOLD BUFFET FRANCHISES, INC.

By Carroll Meyer
Carroll Meyer, President

By Carroll Meyer
Carroll Meyer, Secretary

STATE OF IOWA :
: ss
MADISON COUNTY :

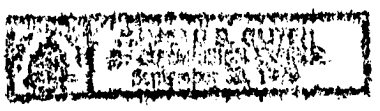
On this 10 day of May, 1979, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Carroll Meyer, to me personally known, who being by me duly sworn did say that he is the president and secretary of Bizz Mart, Inc. executing the within and foregoing instrument to which this is attached, that no seal has been procured by Bizz Mart, Inc.; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Carroll Meyer as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.



Jennet P. O'Brien
Notary Public in and for the State of Iowa

STATE OF IOWA :
: ss
MADISON COUNTY :

On this 10 day of May, 1979, before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Carroll Meyer, to me personally known, who, being by me duly sworn, did say that he is the president and secretary of Gold Buffet Franchises, Inc. executing the within and foregoing instrument to which this is attached, that no seal has been procured by the said corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that said Carroll Meyer as such officers acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.



Jennet P. O'Brien
Notary Public in and for the State of Iowa

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument was filed in Book M-35, Page 243, May 31, 79
Expires June 14, 1981, Comp. File 37427, Receipt No.
Filed By Webster, Jordan, Olmer & Walters, Attys, Winterset, Iowa
Filing Fee 20.00, Recording Fee 2.50
Secretary of State
50273

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