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CONSENT TO ORGANIZATIONAL ACTION
TAKEN WITHOUT MEETING
BY INCORPORATORS OF
McCORMICK & SCHMICK'S MWP I, INC.

October 20, 1997

CONSENT TO ORGANIZATIONAL ACTION TAKEN WITHOUT MEETING OF
INCORPORATORS

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CONSENT TO ORGANIZATIONAL ACTION

TAKEN WITHOUT MEETING

BY INCORPORATORS OF

McCORMICK & SCHMICK'S MWP I, INC.

The undersigned are all of the Incorporators of McCormick & Schmick's MWP I, Inc. (the "Corporation"). Pursuant to the statutory authorization of the Oregon Business Corporation Act, Section 60.057, the Incorporators desire to elect the initial directors of the Corporation without a meeting.

WHEREAS, the initial directors of the Corporation are not named in the Corporation's Articles of Incorporation.

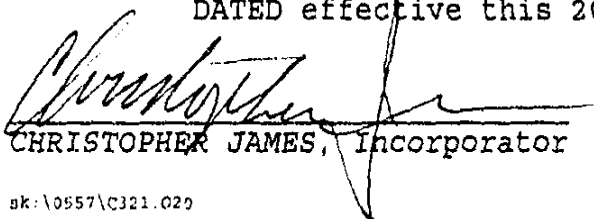
NOW THEREFORE, be it hereby

RESOLVED, that the following persons be and they hereby are elected as directors of the Corporation, and shall complete the organization of the Corporation:

William P. McCormick
Douglas L. Schmick

IN WITNESS WHEREOF, the undersigned Incorporators have executed this Consent to Organizational Action Taken Without Meeting.

DATED effective this 20th day of October, 1957.


CHRISTOPHER JAMES, Incorporator

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