



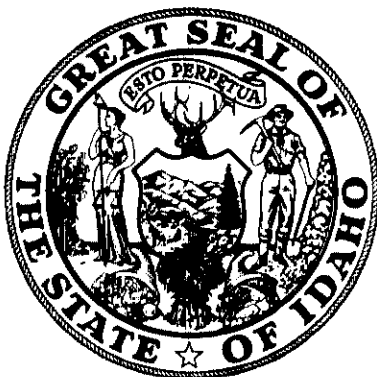
CERTIFICATE OF INCORPORATION  
OF

RICHINA, 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: December 11, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Carla M. Garcia*

ARTICLES OF INCORPORATION

OF  
DEC 11 4 18 PM '30  
RICHINA, INC.  
SECRETARY OF STATE

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 purpose here in after stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

The name of this corporation shall be RICHINA, INC.

ARTICLE II.

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III.

The purposes for which said corporation is formed are:

(a) To engage in the business of vending, including but not limited to: Vending machine sales, direct mail sales and advertising, mail order sales, hotel express distribution.

(b) To own, conduct, operate, maintain and carry on a general business of merchandising, at retail, wholesale or otherwise. of all types of goods, wares, merchandise or products.

(c) To buy, sell and deal in all types of merchandise.

(d) To borrow money or otherwise incur indebtedness without limit as to the amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other instruments for the payment of money, negotiable and non-

negotiable, secured or unsecured.

(e) To purchase or otherwise acquire the whole of any part of property, assets, business and good will of any other person, firm, corporation or association and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient for the conduct, management and carrying on of such business.

(f) To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

(g) To have, exercise, enjoin and participate in all the powers now or hereafter granted to corporation organized under the laws of this State, and to do any act or thing necessary or convenient for the transaction of the aforesaid business or businesses and for the carrying into effect of any and all the aforesaid objects and purposes.

(h) To carry on any of the foregoing or closely related businesses as principal, agent, lessors, lessees, assignors, assignees, licensees, or otherwise which can be generally carried on in connection with any of the pursuits aforesaid.

#### ARTICLE IV.

The stock of this corporation shall be in the amount of \$1000.00, divided into 1,000 shares of non-assessable common stock of the par value of \$1.00 per share.

#### ARTICLE V.

The principal place of business of this corporation shall

be in the City of Boise, County of Ada, State of Idaho, at 1424 E. Regatta Street, which is hereby designated as the address of its registered office.

#### ARTICLE VI.

The registered agent of the corporation is:

Rich Zabel                      1424 E. Regatta St., Boise,    ID. 83706

#### ARTICLE VII.

The names and addresses of the incorporators and the number of shares subscribed by each are:

Rich Zabel	1424 E. Regatta St., Boise,	ID.	500 shares
Ina Zabel	1424 E. Regatta St., Boise,	ID.	500 shares

#### ARTICLE VIII.

The management of this corporation shall be vested in a board of not less than two (2) directors and a maximum number as may be fixed by the By-Laws. The directors shall be Rich and Ina Zabel. The directors were elected at the initial meeting of the stockholders, on December 1, 1990. The annual meeting of the stockholders will be held at a time and place designated by the By-Laws.

#### ARTICLE IX.

The Board of Directors of this corporation by a majority vote shall have the power to repeal or amend the By-Laws thereof, and to adopt a new code of By-Laws if in their discretion that becomes proper.

#### ARTICLE X.

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

#### ARTICLE XI.

No contract, act or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are financially or otherwise interested in or are directors or officers of such other corporation; and any director, individually, or any firm of which such director may be a member, may be a party to or may be financially or otherwise interested in, any contract or transaction of this corporation; provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation, or to a majority thereof on the date of such contract or transaction; and any director of this corporation who is also a director or officer of such other corporation which shall authorize such contract, act or transaction, and may vote thereat to authorize such contract, act or transaction with like force and effect as if he were not such director or officer of such other corporation or was not otherwise interested therein.

In Witness Whereof, we have hereunto set our hand and seal this 7<sup>th</sup> day of December, 1990.

Rich. Zabel  
Sara L. Zabel

John M. Fairland  
Notary Public