

ARTICLES OF INCORPORATION
OF
A & P BAR AND GRILL, INC.

FILED
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SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that for the purpose of forming a corporation under the law of the State of Idaho, the undersigned person, who is of legal age, hereby adopts the following Articles of Incorporation:

I.

The name of the corporation is A & P BAR AND GRILL, INC.

II.

The nature of the business of the corporation and the objects to be transacted, promoted, or carried on by it are:

A. To engage in any lawful act of activity for which corporations may be organized under The Business Corporation Act of Idaho.

B. The provisions of this Article shall be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers therein specified shall be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article hereof.

III.

The corporation shall have perpetual existence

IDAHO SECRETARY OF STATE

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IV.

The private property of the shareholders of the corporation shall not be subject to payments of corporation debts to any extent whatsoever.

V.

The registered office of the corporation is at 11986 Baldy Mountain Road, Sandpoint, Idaho 83864 and its registered agent is Dale L. Pitts.

VI.

The aggregate number of shares which the corporation shall have authority to issue is 500,000 shares of one class only and each share shall be without par value. All of said stock shall be common stock and non-assessable having equal voting rights, powers, preferences, and restrictions; each of said shares shall be in all respects equal to every other share.

VII.

The business of the corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall be no less than one (1); and subject to such minimum, may be increased to no more than five (5), and may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number shall be one (1).

VIII.

The name and address of the incorporator is as follows:

Dale L. Pitts 11986 Baldy Mountain Road
Sandpoint, Idaho 83864

The name and address of the person who is to serve as director until the first annual meeting of the stockholders or until his successor is elected is as follows:

Dale L. Pitts 11986 Baldy Mountain Road
Sandpoint, Idaho 83864

IN WITNESS WHEREOF, the incorporator has executed this instrument in triplicate on this 25 day of February, 1999.




DALE L. PITTS

STATE OF IDAHO)
 : ss
County of Bonner)

On this 25 day of February, 1999, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared Dale L. Pitts, 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 last above written.



Notary Public in and for Idaho
Residing at Sandpoint
Commission expires: 12-11-03