

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

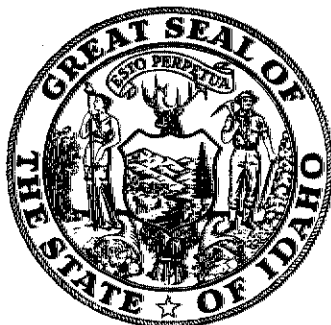
VILLABROS, INC.

File number C 116830

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: October 18, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Dei Smock*

Oct 18 9 04 AM '96

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
VILLABROS, INC.

The undersigned, acting as incorporators of a corporation under the general corporation laws of the State of Idaho, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be VILLABROS, INC.

ARTICLE II

The purposes of this corporation and the pursuits and business which it may carry on are, and shall be, a beer and wine distributorship and associated business.

In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The principal place of business of this corporation shall be 3034 Garrett Way, Pocatello, ID 83204. The name and address of its authorized agent is Mark P. Villano, Gate City Distributing, Co., 3034 Garrett Way, P.O. Box 429, Pocatello, ID 83204.

ARTICLE V

This corporation shall have management vested in the Board of Directors, consisting of three directors. The corporate powers, business and property of this corporation must be exercised, conducted and controlled by a board of three directors and a majority of said board may act so as to bind the corporation or its properties by action taken at any regular or special meeting.

The names and addresses of the initial Board of Directors are set out as follows:

Paul J. Villano
400 Pebble Lane
Pocatello, ID 83201

Mark P. Villano
1910 Arlington Drive
Pocatello, ID 83204

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Angela K. Villano
1910 Arlington Drive
Pocatello, ID 83204

There shall be a regular, annual, stockholders' meeting on the first Tuesday of October of each year, subsequent to the effective dates of these Articles of Incorporation, together with such other stockholders' meetings as shall be lawfully called for or provided for. The stockholders of this corporation shall not be individually liable for the debts of this corporation.

ARTICLE VI

The amount of authorized capital stock in this corporation shall be \$10,000.00, divided into ten thousand shares of par value of \$1.00 per share. No distinction shall exist between the shares of this corporation, or the holders thereof.

ARTICLE VII

All of the incorporators subscribed hereto are of full age and are citizens of the United States.

ARTICLE VIII

This organization shall have powers to lease, purchase, hold, and sell or convey property and to enter into any business transaction necessary for corporation purposes.

ARTICLE IX

Officers and Directors of this organization shall be elected by the members at the annual meeting. The number of officers and directors and all other matters relating to the management of the corporation shall be set out in the bylaws.

ARTICLE XI

The undersigned incorporators shall act as and shall constitute the initial Board of Directors until the first annual meeting and election is held.

ARTICLE XII

These Articles may be altered and amended at any meeting of the organization providing a quorum is present, by a majority vote of the members present at such meeting.

IN WITNESS WHEREOF, we have made, signed, and acknowledged
this certificate of incorporation this 11 day of ^{October}~~September~~,
1996.

Paul J. Villano
Paul J. Villano
400 Pebble Lane
Pocatello, ID 83201

Mark P. Villano
Mark P. Villano
1910 Arlington Drive
Pocatello, ID 83204

Angela K. Villano
Angela K. Villano
1910 Arlington Drive
Pocatello, ID 83204

STATE OF IDAHO)
County of Power) ss.

On this 11 day of ^{October}~~September~~, 1996, before me, the
undersigned Notary Public in and for said State, personally
appeared PAUL J. VILLANO, MARK P. VILLANO and ANGELA K. VILLANO
known to me to be the persons whose names are subscribed to the
within instrument, and acknowledged to me that they executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the
day and year first above written.

(Seal)

Deely A. Bertia
NOTARY PUBLIC FOR IDAHO
Residing at: American Falls
Commission expires: 9-11-98