

*FILED***ARTICLES OF INCORPORATION** *24 11-2-98*

OF

S.C.

Higher Ground Inc.

The undersigned, in order to form a corporation pursuant to Idaho Business Corporation Act, certify as follows:

ARTICLE I

The name of the corporation is Higher Ground Inc.
(hereafter "Corporation").

ARTICLE II

The purposes for which this Corporation is organized are as follows:

1. To engage in food and beverage broker; and
2. To engage in any other lawful activity or business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The address of the initial registered office of the Corporation shall be
1788 E. Summerplace Ct., Meridian, ID., and the name
of its initial registered agent at such address is Edwin Carfora.

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IDAHO SECRETARY OF STATE

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ARTICLE V

The shares of stock to be issued by the Corporation shall consist of one class only, and the aggregate number of shares which the Corporation shall be authorized to issue shall be 1000 shares of stock, each having a par value of \$1.00 per share. All shares of stocks shall be the same rights in such Corporation and shall be nonassessable when paid in full.

ARTICLE VI

The names and post office addresses of the incorporators and organizers, who have named themselves as the initial directors to serve until the first election of directors of the Corporation are as follows:

NAME:	ADDRESS:
Julie D. Carfora President/Secretary	1788 E. Summerplace Meridian, ID. 83642
Edwin M. Carfora V.President/Treasurer	1788 E. Summerplace Meridian, ID. 83642

ARTICLE VII

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 VIII

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Dated:

9-23-98Julie D. Carfora
ED

STATE OF IDAHO)

) ss

County of Ada)

On this 23 day of Sept., 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared Julie Carfora v ED CARFORA, known to me to be the person(s) whose name(s) ARE subscribed to the within instrument, and acknowledged to me that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the date and year in this certificate first above written.

Julie Carfora
Notary Public for Idaho
Residing at Boise, Idaho

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