

FILED

FLETCHER LAW OFFICE
BURLEY, IDAHO

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ARTICLES OF SHARE EXCHANGE OF
A-1, INC.
AND
RESTAURANT MILL, INC.,
NOW KNOWN AS A-1, INC.

The undersigned, being all of the shareholders and directors of A-1, Inc. and Restaurant Mill, Inc., adopt the following Articles of Share Exchange:

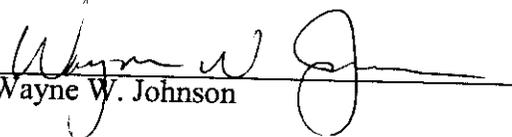
1. The plan of share exchange is attached as Exhibit A.
2. At the time of approval, the shareholders of A-1, Inc. and the number of shares owned by the shareholders were:

Richard D. Silcock and Kaye Dawn Silcock	51,600 shares
Robert Silcock and Leah Silcock	51,600 shares
Wayne W. Johnson and Dolly S. Johnson	16,800 shares

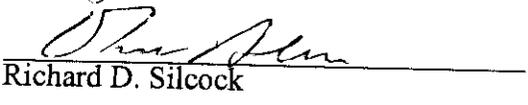
3. At the time of approval, the shareholders of Restaurant Mill, Inc. and the number of shares owned by the shareholders were:

Wayne W. Johnson and Dolly S. Johnson	360 shares
Richard D. Silcock and Kaye Dawn Silcock	270 shares
Robert Silcock and Leah Silcock	270 shares
A-1, Inc.	100 shares

4. All shares of both corporations voted in favor of the plan of share exchange.
5. The name of the corporation following share exchange is A-1, Inc.
6. The effective date of the share exchange is July 1, 2003.


Wayne W. Johnson


Dolly S. Johnson


Richard D. Silcock

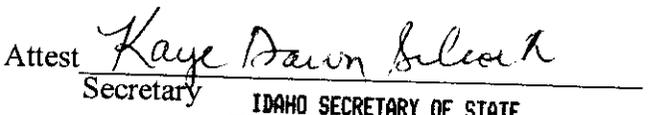

Kaye Dawn Silcock


Robert Silcock


Leah Silcock

A-1, Inc

By 
President

Attest 
Secretary

ARTICLES OF SHARE EXCHANGE OF A-1, INC. and
RESTAURANT MILL, INC.

IDAHO SECRETARY OF STATE
02/10/2004 05:00
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PLAN OF SHARE EXCHANGE OF
A-1, INC.
AND
RESTAURANT MILL, INC.,
NOW KNOWN AS A-1, INC.

Effective July 1, 2003, the directors and shareholders of A-1, Inc. (A-1) and Restaurant Mill, Inc. (RMI) adopt and approve the following plan of share exchange:

1. The corporations that are exchanging shares are A-1, the acquiring corporation, and RMI, the corporation whose shares are being acquired.

2. The name of the surviving corporation shall be A-1, Inc.

3. Prior to the share exchange, the shareholders of A-1 were:

Richard D. Silcock and Kaye Dawn Silcock	51,600 shares
Robert Silcock and Leah Silcock	51,600 shares
Wayne W. Johnson and Dolly S. Johnson	16,800 shares

4. Prior to the share exchange the shareholders of RMI were:

Wayne W. Johnson and Dolly S. Johnson	360 shares
Richard D. Silcock and Kaye Dawn Silcock	270 shares
Robert Silcock and Leah Silcock	270 shares
A-1, Inc.	100 shares

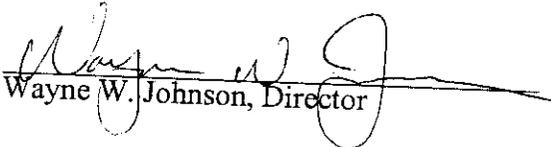
5. All shares of RMI shall be exchanged for shares of A-1, and following the exchange, the shareholders of A-1 and the total outstanding shares of A-1 shall be:

Richard D. Silcock and Kaye Dawn Silcock	51,600 shares
Robert Silcock and Leah Silcock	51,600 shares
Wayne W. Johnson and Dolly S. Johnson	<u>16,800 shares</u>
TOTAL OUTSTANDING SHARES	120,000 shares

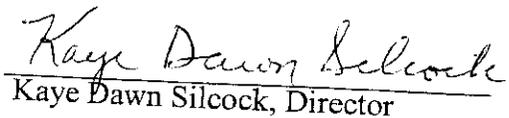
6. The directors of A-1, Inc. and RMI recommend the plan of share exchange to the shareholders of A-1 and RMI.

DATED this 1st day of July, 2003.

A-1, INC.

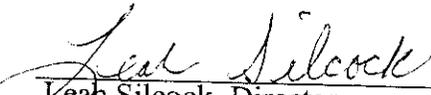

Wayne W. Johnson, Director


Richard R. Silcock, Director

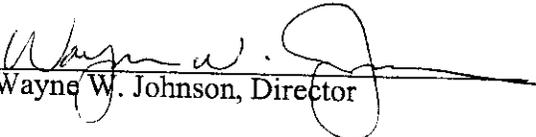

Kaye Dawn Silcock, Director

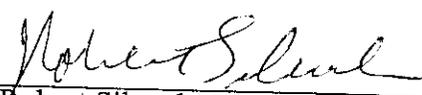
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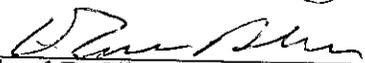

Robert Silcock, Director


Leah Silcock, Director

RESTAURANT MILL, INC.


Wayne W. Johnson, Director


Robert Silcock, Director

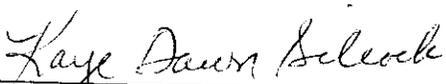

Richard D. Silcock, Director

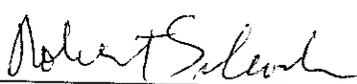
APPROVAL OF SHAREHOLDERS

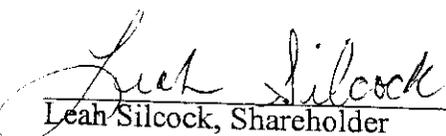
The undersigned being all of the Shareholders of A-1, Inc. and Restaurant Mill, Inc. acknowledge receipt of notice of a meeting of each corporation stating that one of the purposes of the meeting was to consider a plan of share exchange and containing a copy or summary of the plan of share exchange. Further, the undersigned, being all of the shareholders of both corporations, approve the plan of share exchange as set forth above.

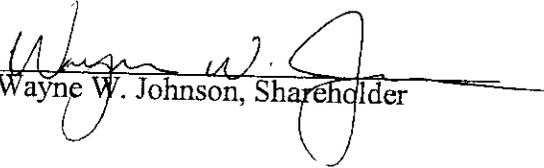
A-1, INC.


Richard D. Silcock, Shareholder


Kaye Dawn Silcock, Shareholder


Robert Silcock, Shareholder

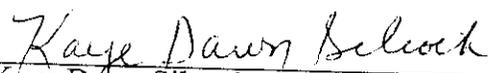

Leah Silcock, Shareholder


Wayne W. Johnson, Shareholder

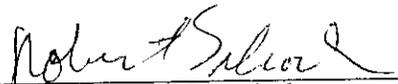

Dolly S. Johnson, Shareholder

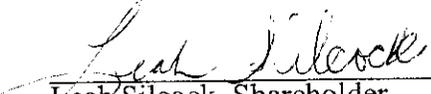
RESTAURANT MILL, INC.

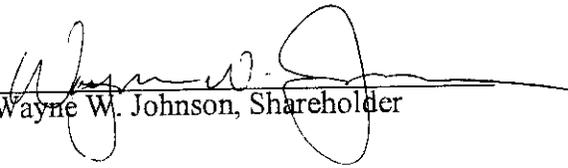

Richard D. Silcock, Shareholder


Kaye Dawn Silcock, Shareholder

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Robert Silcock, Shareholder

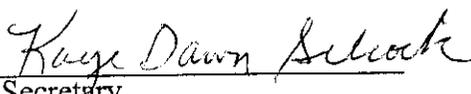

Leah Silcock, Shareholder


Wayne W. Johnson, Shareholder


Dolly S. Johnson, Shareholder

A-1, Inc

By 
President

Attest 
Secretary

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BURLEY, IDAHO