

CERTIFICATE OF INCORPORATION

OF

ROCKY MOUNTAIN ALE, INC.

FILED/EFFECTIVE

00 FEB -7 PM 2:46

STATE OF IDAHO

Pursuant to Title 30, Chapter 1, of the
State Code of Idaho

The undersigned, a natural person of legal age, for the purpose of forming a corporation pursuant to the State Code of Idaho, does hereby certify and set forth:

FIRST: The name of the corporation is:

ROCKY MOUNTAIN ALE, INC.

SECOND: The mailing address of the Corporation is 1 Merit Lane, Stanley, Idaho 83278.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the State Code of Idaho, provided that the Corporation is not formed to do in any act or activity which requires the act or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.

FOURTH: The total number of shares of stock, which the Corporation shall have authority to issue, is Two Thousand (2000), all of one class, to be designated common stock, of which shall have a no par value.

IDAHO SECRETARY OF STATE

02/08/2000 09:00
CK: 410 CT: 126360 BH: 200167

1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C132408

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-laws of the Corporation.

SIXTH: Elections of Directors need not be by written ballot unless the By-laws of the corporation so provide.

SEVENTH: The books of the Corporation may be kept (subject to any provision contained in the State Code of Idaho) outside of the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or as stated in the By-laws of the Corporation.

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

NINTH: If any action is to be taken by the stockholders without a meeting, such action must be authorized by the unanimous written consent signed by all of the holders of the outstanding stock.

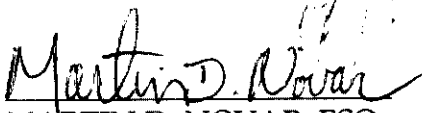
TENTH: No Director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation and Stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under and pursuant to Title 30, Chapter

1, Sections 851, 852, and 855 of the State Code of Idaho or (iv) for any transaction from which the Director derived an improper personal benefit. If the State Code of Idaho is hereafter amended to authorize corporate action further limiting or eliminating the personal liability of Directors, then the liability of a Director of the Corporation shall be limited or eliminated to the fullest extent permitted by the Sate Code of Idaho, as so amended from time to time.

ELEVENTH: The street address of the registered office is 1 Merit Lane, Stanley, Idaho, 83278 and the registered agent at such address is Paul Frantellizzi.

TWELFTH: The name of the incorporator is: Martin D. Novar, Esq., 316 East 55th Street, Suite 4B, New York, New York 10022.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the State Code of the State of Idaho, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 6th day of January, 2000.


MARTIN D. NOVAR, ESQ.

316 East 55th Street, Suite 4B
New York, New York 10022