

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

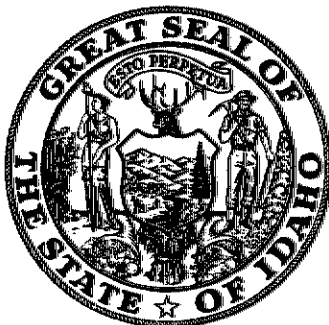
CATS, INC.

File number C 109460

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: February 16, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION
OF
CATS, INC.

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The undersigned person of legal age, as incorporator of a corporation under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE 1. NAME.

The name of the corporation is CATS, INC.

ARTICLE 2. DURATION.

The period of its duration is perpetual.

ARTICLE 3. PURPOSES.

This corporation is organized for the following purposes:

- (a) To engage in the business and operations of a restaurant.
- (b) To engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Idaho Business Corporation Act.
- (c) To engage in all such activities as are incidental or conducive to the attainment of the purposes of this corporation or any of them and to exercise any and all powers authorized or permitted to be done by a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses of this Article 3 shall each be construed as purposes and powers, and the matters expressed in each clause shall be in no way limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers; and nothing contained in these clauses shall be deemed in any way to limit or exclude any power, right or privilege given to this corporation by law or otherwise.

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ARTICLE 4. SHARES.

This corporation shall have authority to issue 50,000 shares of common stock, and each share shall have a par value of \$1.00.

ARTICLE 5. PRE-EMPTIVE RIGHTS.

The pre-emptive rights of the shareholders to acquire additional shares or treasury shares of the corporation shall be denied.

ARTICLE 6. REGULATION OF INTERNAL AFFAIRS.

The provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.

ARTICLE 7. AMENDMENTS TO ARTICLES OF INCORPORATION.

This corporation reserves the right to amend or repeal, by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon, any of the provisions contained in these Articles of Incorporation, and the rights of the shareholders of this corporation are granted subject to this reservation.

ARTICLE 8. BYLAWS.

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws for this corporation, subject to the power of the shareholders to amend or repeal such Bylaws.

ARTICLE 9. REGISTERED OFFICE, AGENT.

The address of the initial Registered Office of this corporation is 320 Sherman Ave., Coeur d'Alene, Idaho 83814 and the name of its initial Registered Agent is CHARLES ALBERT THOMAS IV.

ARTICLE 10. DIRECTORS.

The number of directors of this corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified herein. The initial Board of Directors shall consist of one (1) director, and the name and address of the person who shall serve as director until the First Annual Meeting of Shareholders and

until his successors are elected and qualify unless he resigns or is removed:

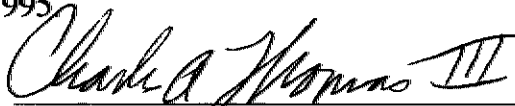
CHARLES A. THOMAS, III
West 1212 White Road
Spokane, WA 99204

ARTICLE 11. INCORPORATOR.

The name and address of the incorporator is:

CHARLES A. THOMAS III
West 1212 White Rd.
Spokane, WA 99204

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated this 10 day of February, 1995.



CHARLES A. THOMAS III
Incorporator

STATE OF WASHINGTON)
)ss.
County of Spokane.)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Washington, certify that CHARLES A. THOMAS III, being the incorporator referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and notarial seal this 10 day of February, 1995.



Name: ALAN L. RUBENS
NOTARY PUBLIC in and for the State
of Washington, residing at Spokane.
My Commission Expires: 10-15-98