



CERTIFICATE OF INCORPORATION
OF

_____ E.M.S., INC. _____

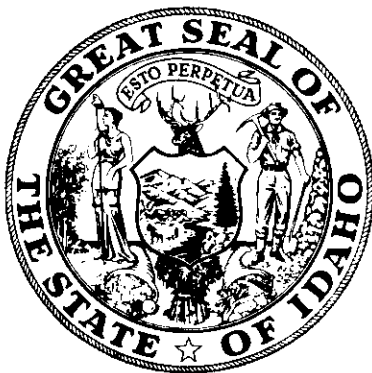
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

_____ E.M.S., INC. _____,

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 _____ March 3 _____, 19 80 _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

MAR 3 3 53 PM '80
SECRETARY OF STATE

ARTICLES OF INCORPORATION

of

E.M.5., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is of legal age, and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and pursuant thereto certify as follows:

Article I

The name of the corporation shall be "E.M.5., INC."

Article II

Said corporation shall have perpetual existence.

Article III

The objectives and purposes for which this corporation is formed are to do in any part of the world, as principal, agent, or otherwise, any and all things hereinafter set forth to the same extent as natural persons might or could do. In furtherance thereof, but not in limitation of the general powers conferred by the State of Idaho, we expressly provide that this corporation shall have the power:

(a) To purchase, take, hold, own, acquire by operation of law or otherwise, lease, sell, improve, subdivide, mortgage or otherwise hypothecate any and all kinds or classes of real or personal property or interests therein, and to engage in any and all lawful undertakings or business necessary, proper or convenient to the improvement or betterment of any such real or personal property owned or acquired by this corporation.

(b) To engage in the business of selling food and other grocery items and personal property normally sold in grocery stores at retail and to do all acts incidental to the business of a retail grocery store.

(c) To engage in such other or further objects, acts and conduct as may be necessary and incidental in the carrying on of the business herein described, including the buying, leasing, holding, re-leasing, selling and conveying real estate necessary or proper in connection with the business; to engage in any other lawful business whatsoever, either as principal or agent, or both, which the corporation may deem convenient or proper; to carry on, conduct or engage in any other lawful business whatsoever within or outside of the State of Idaho.

(d) To buy and sell at wholesale or retail any and all kinds of merchandise, goods, machinery or appliances; to purchase, own, sell, convey, mortgage, pledge or exchange personal property of any kind or character, including but not restricted to debts, dues, demands, choses in action, evidences of debts, bonds or corporate stock, both public and private; to enter into, make, perform contracts with any person, firm, association, partnership or corporation and to contract with the United States of America, any foreign country, state, county, city or other governmental subdivision.

(e) To borrow, or to lend money and to make, take, or execute notes, mortgages, bonds, deeds of trust or other evidences of indebtedness.

(f) To purchase, exchange or otherwise acquire and own the corporate common or preferred stock, bonds or other securities of any other corporation, private or public, and to purchase, redeem or otherwise acquire its own capital stock insofar as not contrary to the constitution or laws of the State of Idaho, and to issue and sell its

own corporate common or preferred stock, bonds, debentures or other securities or evidences of indebtedness.

(g) To merge, or consolidate with any corporation in such manner and to such extent as may be permitted by law; to form a partnership with any other corporation or person and to act as a partner therein.

(h) To issue common or preferred stock, or any other type of corporate securities, and to accept payment or subscriptions therefor, and such installments, in such manner, on such terms, in money or property as shall be determined by the Board of Directors.

(i) To organize and own stock in subsidiary corporation or corporations.

(j) To apply for, purchase, or by other means acquire, hold, sell, assign, lease, mortgage, or otherwise dispose of, patents, patent rights, licenses, trademarks, tradenames, or copyrights, as may appear useful or advantageous to the corporation.

(k) In addition to the foregoing powers, also to have all authority, powers and rights granted to corporations by the constitution and statutes of the State of Idaho, and any amendments thereto.

(l) To do and perform every act or thing necessary to carry out the above enumerated purposes, calculated directly or indirectly to the advancement of the interests of the said corporation and the enhancement of the value of its stock or property.

Article IV

The registered office of this corporation and the principal place for the transaction of its business is Eagle, Idaho, and its mailing address is 6314 Overland Rd., Boise, Idaho 83709; Larry L. Leach being the registered agent at said address.

Article V

The board of directors of this corporation shall be composed of three (3) members. It is not necessary that a director be a shareholder of this corporation. The incorporators herein named shall constitute the first Board of Directors of the corporation to act until the first meeting of the stockholders and at the first meeting of stockholders directors shall be elected to serve until the following annual meeting of stockholders.

Article VI

The authorized capital stock of this corporation is \$200,000 divided into 200,000 shares of common stock having a par value of \$1.00 per share.

Each share of common capital stock shall be entitled to one (1) vote. Each common share shall have dividend participating rights and all of such stock shall be non-assessable.

The capitalization of this corporation may be increased or decreased as provided by law.

If the capitalization is increased, the amendment to the Articles of Incorporation therefor may provide for different classes of stock with such voting or dividend rights or privileges as may be provided in such amendment or amendments.

All stock certificates shall contain the following endorsement:

"The issuing corporation has the first right of refusal on the sale of all stock; stockholder desiring to sell his stock must, in writing, offer it to sale to said corporation and if the corporation refuses to buy same stockholder may not sell stock on terms more advantageous to the buyer than those described in the written offer to sell to the corporation; corporation has 30 days following receipt of said written offer to sell in which to purchase same and if it has not done so at the expiration of said 30 days stockholder may sell said stock to any person; written offer to sell to said corporation must contain all of the terms upon which stockholder is offering to sell said stock including price and payment terms."

Article VII

The Articles of Incorporation of this corporation may be amended in the manner and as authorized by the laws of the State of Idaho.

Article VIII

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors of this corporation, by two-thirds (2/3rds) vote of the Board, may:

(a) Remove at any time an officer of the corporation, elected or appointed,

(b) Repeal or amend the By-Laws of the corporation or adopt new By-Laws.

(c) Authorize and cause to be executed mortgages, liens or other encumbrances upon the real and personal property of the corporation.

(d) Set apart out of the corporate funds available for dividends a reserve or reserves for depreciation and business losses of any kind to otherwise use any of such reserves as allowed under the laws of the State of Idaho.

(e) When authorized, or subsequently ratified, by affirmative vote of the holders of two-thirds of the issued and outstanding stock of the corporation, the Board of Directors may sell, lease or exchange all of the assets of the corporation upon such terms and conditions and for such consideration, which may be in whole or in part shares of another corporation, as the Board of Directors may deem expedient and for the best interests of the corporation.

(f) To determine the amount and date of payment of any dividend upon issued stock of the corporation, such dividend to be payable from any corporation funds which may be lawfully used for that purpose.

Article IX

The private property of the shareholders of this corporation shall not be subject to the payment of the corporate debts of this corporation.

Article X

The names of the initial directors and their addresses are as follows:

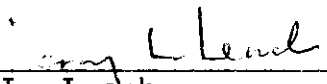
<u>Name</u>	<u>Address</u>
Larry L. Leach	2914 Montauk Ave. Boise, Idaho 83705
Lynn C. McGlothin	3822 Gemini Circle Boise, Idaho 83705
William J. Maurer	707 N. 19th St. Boise, Idaho 83702

Article XI

The name and address of the incorporator is:

Larry L. Leach
2914 Montauk Ave.
Boise, Idaho 83705

Dated: 29 February, 1980.



Larry L. Leach