

State of Idaho

Department of State

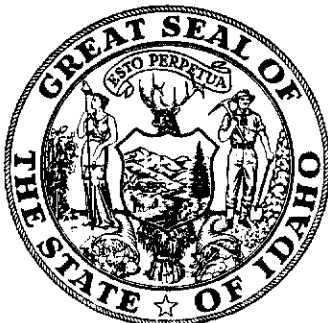
CERTIFICATE OF INCORPORATION OF

U.S.A. CAFE, INC.
File number C 113836

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 22, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sikel*

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CK #: 3449 CUST# 2954

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IDAHO SECRETARY OF STATE

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

U.S.A. CAFE, INC.

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

ARTICLE I

NAME

The name of the corporation shall be U.S.A. CAFE, INC.

ARTICLE II

EXISTENCE

The existence of the corporation shall be perpetual.

ARTICLE III

PURPOSES

The purposes for which this corporation is organized is to transact all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE IV

SHARES

4.1 The aggregate number of shares for which the corporation shall have authority to issue is 1000 shares of par value of \$.01 each. The shares shall consist of one class. A majority of the holders of outstanding shares may vote to impose restrictions on the sale or transfer of the corporation's shares in accordance with

the Bylaws. All shares shall be non-assessable.

4.2. The Board of Directors may, from time to time, cause the corporation to repurchase its own shares of capital stock to the extent of the unreserved and unrestricted earned surplus or capital surplus.

ARTICLE V

DIRECTORS

5.1 The Board of Directors shall consist of four (4) directors. the names and addresses of the persons who shall serve as directors until their successors are elected and qualified are:

John L. Bernasconi
1001 Leadville #119
Boise, ID 83706

Chance R. Hodgson
1001 Leadville #119
Boise, ID 83706

James Eric Cooper
2365 Grenville
Boise, ID 83704

Jackson L. Watson
7305 Sorensen
Boise, ID 83709

5.2 The number of Directors may be amended in a manner provided in the Bylaws except as to the number constituting the initial Board of Directors which number has been fixed by these Articles of Incorporation. The number of Directors may be increased or decreased from time to time by amendment to or in a matter provided in these Articles of Incorporation or by the Bylaws, but no decrease in number shall have the effect of

shortening the term of any incumbent Director. In no case shall the number of Directors be less than two nor more than five. In the absence of the Bylaws providing for the number of Directors, the number shall be the same as provided in these Articles of Incorporation. The Directors need not be shareholders unless so required by the Bylaws.

ARTICLE VI

SHAREHOLDERS

6.1 A fifty-five percent (55%) majority of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the Shareholders.

6.2 Each outstanding share shall be entitled to one vote on each matter submitted to vote at meetings of the Shareholders except as otherwise provided in the Articles of Incorporation or Bylaws as may be amended from time to time.

6.3 As to the election of the Board of Directors the Shareholders shall have the following rights: such Shareholder shall vote the number of shares owned by that person for as many persons as there are Directors to be elected and for whose election he has the right or to accumulate his votes by giving one candidate as many votes as number of Directors multiplied by the number of his shares or by distributing his votes on the same principle among any number of candidates.

ARTICLE VII

AMENDMENT OF THE ARTICLE OF INCORPORATION

7.1 The Corporation may amend its Articles of Incorporation from time to time by a majority vote at any annual meeting of the Shareholders, either upon consideration of a resolution for amendment adopted by the Board of Directors or upon consideration of a resolution adopted by the holders of not less than fifty percent (50%) of all shares entitled to vote at such meeting.

ARTICLE VIII

BYLAWS

8.1 The Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the Stockholders, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation, management or affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE IX

PREEMPTIVE RIGHTS

9.1 Nothing in these Articles of Incorporation shall be deemed to deny the Corporation's preemptive rights with respect to shares of stock.

ARTICLE X

NOTICE

10.1 No director shall be personally liable to the

ARTICLES OF INCORPORATION - Page 4

Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a Director except as provided in Idaho Code § 30-1-54. To the fullest extent that the laws of the State of Idaho as they now exist or as they may hereafter be amended permit the elimination or limitation of the liability of Directors, no Director shall be liable for damages for any action taken or for failure to take any action. The private property of the stockholders, Directors, officers and employees shall be forever exempt from all corporate debts of any kind whatsoever. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE XI

NOTICE

11.1 The address of the registered office is:

1001 Leadville #119
Boise, Idaho 83706

11.2 The mailing address of the registered office is:

1001 Leadville #119
Boise, Idaho 83706

The name of the resident agent at the registered office John L. Bernasconi.

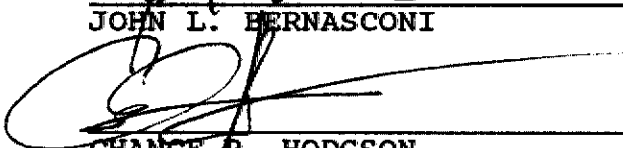
The effective date of these Articles shall be February 16, 1996.

We, THE UNDERSIGNED, being the original incorporators and
ARTICLES OF INCORPORATION - Page 5

subscribers to the capital stock of the corporation, above-named, for the purposes of forming a corporation to do business, both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have set their hand and seal this 16 day of February, 1996.



JOHN L. BERNASCONI



CHANCE R. HODGSON



JAMES ERIC COOPER

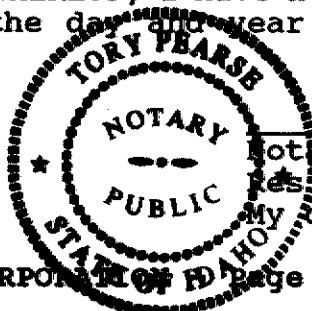



JACKSON L. WATSON

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 16th day of February, 1996, before me, the undersigned, a notary public in and for said state, personally appeared JOHN L. BERNASCONI, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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



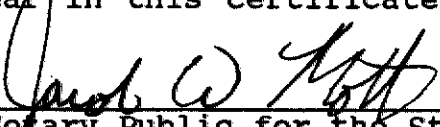


Notary Public for the State of Idaho
Residing at Boise, Idaho
My commission expires: 3/29/2001

STATE OF IDAHO)
)ss.
COUNTY OF ADA)

On this 17th day of February, 1996, before me, the undersigned, a notary public in and for said state, personally appeared CHANCE R. HODGSON, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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

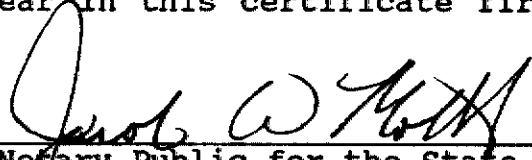


Notary Public for the State of Idaho
Residing at Boise, Idaho
My commission expires: 1/12/02

STATE OF IDAHO)
)ss.
COUNTY OF ADA)

On this 17th day of February, 1996, before me, the undersigned, a notary public in and for said state, personally appeared JAMES ERIC COOPER, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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

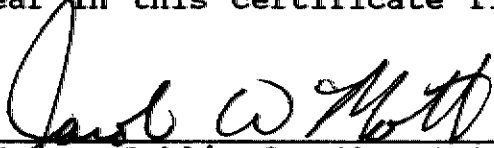


Notary Public for the State of Idaho
Residing at Boise, Idaho
My commission expires: 1/12/02

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 17th day of February, 1996, before me, the undersigned, a notary public in and for said state, personally appeared JACKSON L. WATSON, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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



Notary Public for the State of Idaho
Residing at Boise, Idaho
My commission expires: 1/12/02