

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

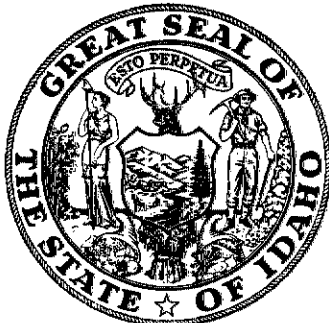
JEANNIE D'S, INC.

File number C 110474

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: May 4, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sibley*

**ARTICLES OF INCORPORATION
OF
JEANNIE D'S, INC.**

MAI 4 2 11 PM '95
SECRETARY OF STATE

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the corporation is Jeannie D's, Inc. ("Corporation").

**ARTICLE II.
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.
PURPOSES OF THE CORPORATION**

The Corporation is organized for the following purposes:

1. To engage in the retail sale of coffee, tea and pastries; and
2. To do any acts and perform any business permitted by the Idaho Business Corporation Act.

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ARTICLES OF INCORPORATION - 1

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ARTICLE IV.
SHARES

The class, aggregate number and par value per share of the shares that the Corporation is authorized to issue are as follows:

| <u>Class</u> | <u>Number</u> | <u>Par Value Per Share</u> |
|--------------|---------------|----------------------------|
| Common | 1,000 | \$1.00 |

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is Dillion, Bosch, Daw & Bock, Chartered, 242 North 8th Street, Suite 200, Boise, Idaho 83702, and the name of its initial registered agent at such address is Lee B. Dillion.

ARTICLE VI.
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as the initial Director is:

| NAME | ADDRESS |
|------------------|---------------------------------------|
| Jeannie D. Davis | 455 Main Street Boise, Idaho 83702 |

**ARTICLE VII.
INCORPORATOR**

The name and address of the incorporator is:

NAME


Lee B. Dillion

ADDRESS

242 North 8th Street, Suite 200
Boise, Idaho 83702

SIGNATURE OF INCORPORATOR

Dated: May 4, 1995



Lee B. Dillion