

RESTATED ARTICLES OF INCORPORATION

FILED

OF

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PAULMARK, INC.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, being the officers and all the shareholders PaulMark, Inc., an Idaho Business Corporation, hereby unanimously adopt the following Restated Articles of Incorporation for such corporation pursuant to Idaho Code §30-1-1007:

1. **NAME:** The name of the corporation is PaulMark, Inc.
2. **DURATION:** The period of its duration is perpetual.
3. **PROFIT:** This is a for profit corporation.
4. **PURPOSES:** The purpose or purposes for which the corporation is organized is to engage in the business of purchasing, marketing, selling, and distributing bear, wine and other alcoholic and non-alcoholic beverages and do all things incidental thereto and for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as the same from time to time shall be amended.

5. **SHARES AUTHORIZED:** The corporation shall have two classes of shares--voting and nonvoting. The number of shares for each class of stock which the corporation shall have authority to issue is 25,000 shares of no par value stock.

6. **PRE-EMPTIVE RIGHTS:** Shareholders shall have pre-emptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.

7. **BUSINESS AFFAIRS:** Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the corporation's By Laws, including restrictions on the transfer of shares.

8. **REGISTERED AGENT AND OFFICE:** The registered agent is Mark P. Villano and the registered office is located at 3034 Garrett Way, Pocatello, Idaho 83204.

9. **BOARD OF DIRECTORS:** There shall be no Board of Directors. Pursuant to Idaho Code § 30-1-732 the powers and duties conferred or imposed upon the Board of Directors by

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the Idaho Business Corporation Act shall be exercised or performed by the officers of the corporation elected by the shareholders as provided in the corporation's By Laws.

10. **INCORPORATORS:** The name and address of each incorporator is:

Paul J. Villano
400 Pebble Ln.
Pocatello, Idaho 83204

Mark P. Villano
1910 Arlington Dr.
Pocatello, Idaho 83204

DATED this 1st day of October, 1998.

PAULMARK, INC.

By: Mark P. Villano
Mark P. Villano, President

SHAREHOLDERS:

Paul J. Villano
Paul J. Villano
Mark P. Villano
Mark P. Villano

STATE OF IDAHO)
 : ss
County of Bannock)

On this 1st day of October, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared Paul J. Villano and Mark P. Villano, known to me to be the persons whose names are subscribed to the foregoing and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



NOTARY PUBLIC FOR IDAHO,

Residing at: Rocatello

My Commission Expires: 9/12/2000

