

State of Idaho



CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of
IDAHO SALOONS, INC. (ID #64192)

into TIM KOHL ENTERPRISES, INC. (NV - NQ)

duly signed and verified 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
Merger, and attach hereto a duplicate original of the Articles of
_____.

Dated September 24, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Richard

Corporation Clerk

ARTICLES OF MERGER
OF
IDAHO SALOONS, INC.
INTO
SECRETARY OF STATE TIM KOHL ENTERPRISES, INC.

SEP 4 4 25 PM '91
SECRETARY OF STATE

These Articles of Merger have been executed pursuant to I.C. 30-1-75, by Tim Kohl Enterprises, Inc., a Nevada corporation, in connection with the merger of Idaho Saloons, Inc., an Idaho corporation (the "Disappearing Corporation"), with and into Tim Kohl Enterprises, Inc. (the "Surviving Corporation"), which owns 100% of the issued and outstanding shares of the Disappearing Corporation. The corporate existence of the Surviving Corporation will continue following effectiveness of the merger.


A. The plan of merger of such corporations is attached hereto as Exhibit A, and by this reference is made a part hereof.

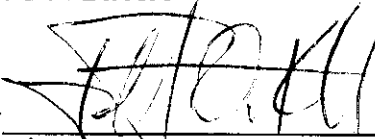
B. The number of outstanding shares of the capital stock of the Disappearing Corporation is 50,000, all of one class, and all of which are owned by the Surviving Corporation.

C. The Surviving Corporation, being the sole shareholder of the Disappearing Corporation, hereby waives the requirement of I.C. 30-1-75 that a copy of the plan of merger be mailed to it thirty days prior to the filing of these Articles of Merger.

DATED this 16th day of August, 1991.


TIM KOHL ENTERPRISES, INC.

By 
Timothy O. Kohl,
President

By 
Timothy O. Kohl,
Secretary

State of Idaho)
) ss.
County of Blaine)

I, ANNETTE GOICOECHEA, a notary public, do hereby
certify that on this 16th day of August, 1991, personally
appeared before me Timothy O. Kohl, who being by me first duly
sworn, declared that he is the President and Secretary of TIM
KOHL ENTERPRISES, INC., that he signed the foregoing document as
President and Secretary of the corporation and that the
statements therein contained are true.



Notary Public

EXHIBIT A

PLAN OF MERGER

SEP 4 4 25 PM '91
SECRETARY OF STATE

Pursuant to I.C. 30-1-75, this Plan of Merger shall merge IDAHO SALOONS, INC., an Idaho corporation (the "Disappearing Corporation"), with and into TIM KOHL ENTERPRISES, INC., a Nevada corporation (the "Surviving Corporation"), which owns 100% of the issued and outstanding shares of the Disappearing Corporation.

PRINCIPAL TERMS OF THE MERGER

A. The effective date of the merger (the "Effective Date") shall be the later of the date on which the Articles of Merger shall have been duly filed with the Secretary of State of the State of Idaho in accordance with I.C. 30-1-75, or the date on which the Certificate of Merger has been duly filed with the Secretary of State of the State of Nevada, in accordance with NRS 78.486.

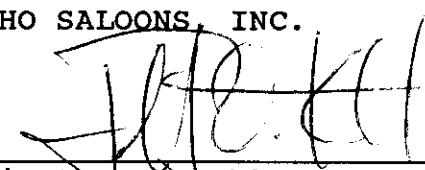
B. On the Effective Date, (i) the Disappearing Corporation shall be merged with and into the Surviving Corporation; (ii) the Surviving Corporation shall continue to be governed by the laws of the State of Nevada; (iii) the separate existence of the Disappearing Corporation shall cease; and (iv) the two corporations shall become a single corporation under the name Tim Kohl Enterprises, Inc. The merger shall be effective pursuant to the provisions of and with the effect provided in the Idaho Business Corporation Act, as amended, and the Nevada General Corporation Law, as amended.

C. All of the issued and outstanding shares of stock of the Disappearing Corporation shall be cancelled. All of the issued and outstanding shares of stock of the Surviving Corporation shall remain unaffected; no additional shares thereof shall be issued as a result of this merger.

Dated this 16th day of August, 1991.

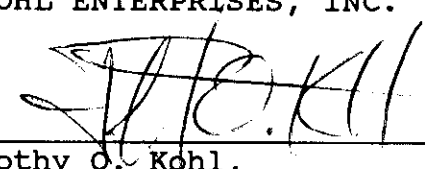
IDAHO SALOONS, INC.

By


Timothy O. Kohl,
President

TIM KOHL ENTERPRISES, INC.

By


Timothy O. Kohl,
President

AGREEMENT OF FOREIGN CORPORATION

Pursuant to I.C. 30-1-77, Tim Kohl Enterprises, Inc., a Nevada corporation ("TKE"), hereby agrees as follows:

1. TKE may be served with process in the state of Idaho in any proceeding for the enforcement of any obligation of Idaho Saloons, Inc. ("ISI"), an Idaho corporation which has been merged into and become part of TKE, and in any proceeding for the enforcement of the rights of a dissenting shareholder of ISI against TKE.

2. TKE hereby irrevocably appoints the secretary of state of the state of Idaho as its agent to accept service of process in any proceeding referenced in Section 1 above. Any such service of process may be sent by the secretary of state of the state of Idaho to the following address:

Tim Kohl Enterprises, Inc.
215 Lloyd Drive
Ketchum, ID 83340

3. TKE hereby agrees that it will promptly pay to the dissenting shareholders of ISI the amount, if any, to which such dissenting shareholders shall be entitled under provisions of the Idaho Business Corporation Act with respect to the rights of dissenting shareholders.

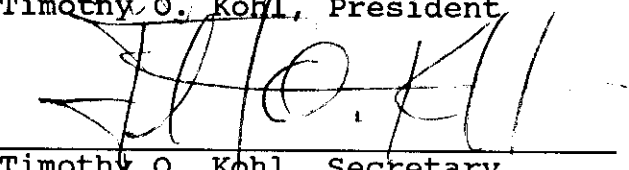
IN WITNESS WHEREOF, the undersigned has executed this Agreement of Foreign Corporation as of August 16, 1991.

TIM KOHL ENTERPRISES, INC.,

By


Timothy O. Kohl, President

By


Timothy O. Kohl, Secretary