

FILED

98 JUN 24 AM 9:53

STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

GIFT CELLAR, INC.

98 JUN 18 AM 8:43
STATE OF IDAHO

KNOWN ALL MEN BY THESE PRESENTS:

That I, the undersigned, being of full age and a citizen of the United States, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and I certify in writing:

**ARTICLE I
NAME**

The name of the corporation shall be **GIFT CELLAR, INC.**

**ARTICLE II
PURPOSE AND POWERS**

The purposes for which this corporation as formed are to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act or by any lawful powers and privileges incidental, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

**ARTICLE III
DURATION**

Subject to dissolution in the manner provided by law, ~~the~~ ^{THIS} corporation shall be perpetual.

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**ARTICLE IV
REGISTERED OFFICE**

The registered office of the corporation in the State of Idaho shall be located at 401 Second Street North, Twin Falls. The post office address of the registered office of the corporation in the State of Idaho, County of Twin Falls, shall be P. O. Box 0542. BRIT D. GROOM shall be the registered agent at the address set forth above.

**ARTICLE V
CORPORATE STOCK**

The aggregate number of common shares which the corporation shall have authority to issue is 10,000, all of which shall have no par value.

**VI
INCORPORATORS**

Following are the names and post office addresses of the incorporators:

<u>NAME OF INCORPORATORS</u>	<u>ADDRESS</u>
T. RYAN HANIFEN	4911 Albion St. #302, Boise, Idaho 83705

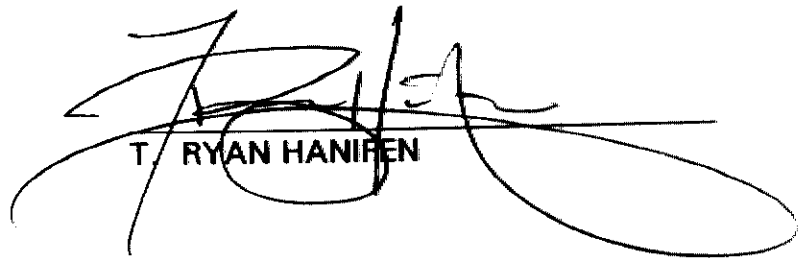
**VII
MANAGEMENT**

The business of the corporation shall be managed by a board of at least three directors, except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article VI above shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.

**ARTICLE VIII
BY-LAWS**

The initial By-Laws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

IN WITNESS WHEREOF, I have set my hand this 5 day June, 1998.



T. RYAN HANIFEN

STATE OF IDAHO)
) ss.
County of ADA)

On this 15 day of June, 1992, before me, a notary public for Idaho, personally appeared T. RYAN HANIFEN known or identified to me to be the person whose name is subscribed to the 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 first above written.




NOTARY PUBLIC FOR IDAHO
Residing at Sloshore Fd
Commission Expires 9/2/2002