



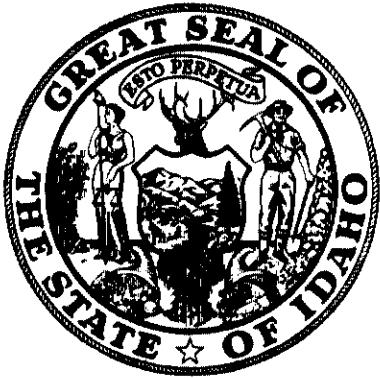
**CERTIFICATE OF INCORPORATION
OF**

TREASURE VALLEY COFFEE, INC.

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: June 22, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Babala*

921639

ARTICLES OF INCORPORATION
FOR

Jun 22 4:28 PM '90
SECRETARY OF STATE

TREASURE VALLEY COFFEE, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a Corporation under the laws of the State of Idaho, and we hereby certify that:

FIRST

The name of this Corporation shall be Treasure Valley Coffee, Inc.

SECOND

This Corporation is a common stock corporation.

THIRD

The period of duration for Treasure Valley Coffee, Inc. shall be perpetual.

FOURTH

The purposes and objects for which this corporation is formed are to operate as a coffee and office supply distributor and all other lawful purposes.

FIFTH

That the location and post office address of the initial registered office of this Corporation in the State of Idaho, and its initial registered agent shall be as follows:

Thomas Earl Boyer
598 East 44th, Space 3
Boise, Idaho 83714

SIXTH

That the capital stock of this Corporation shall consist of 250,000 shares of common stock, having a par value of \$1.00 per share and an aggregate par value of \$250,000.00; each of the shares shall be non-assessable when fully paid for.

The capital stock of this Corporation shall not be divided into classes, but shall consist of one class only, that being common stock; that each share of stock shall be entitled to one vote in all matters wherein the shareholders of this Corporation shall be entitled to vote, and each share shall in all respects be equal to every other share.

Capital stock shall be transferred only in accordance with such rules and regulations as are established by the By-laws of the Corporation, and all restrictions relative to the transfer of shares of stock of the Corporation shall be noted on the stock certificate issued by the Corporation.

SEVENTH

That the name and post office address of each of the incorporators, and the number of shares of the capital stock of this Corporation described in the preceding paragraph, subscribed to each, is as follows:

<u>Name</u>	<u>Address</u>	<u># of Shares</u>
Thomas Earl Boyer	1960 S. Toluka Way Boise, ID 83712	100,000
Carol Ray Boyer	1960 S. Toluka Way Boise, ID 83712	100,000

EIGHTH

That the right and power to adopt, repeal, alter, rescind, and amend the By-laws of this Corporation and to adopt new By-laws is hereby expressly conferred upon the Board of Directors of this Corporation as provided by Title 30 of the Idaho Code.

NINTH

That there shall be two (2) members of the initial Board of Directors whose names and addresses are as follows:

Thomas Earl Boyer 1960 South Toluka Way
Boise, Idaho 83712

Carol Ray Boyer 1960 South Toluca Way
Boise, Idaho 83712

At any or anytime after the first regular meeting of the members, the members may increase at any regular or special meeting by a majority of the members providing a quorum is present.

TENTH

Amendment to these Articles shall require a simple majority of the outstanding stock, except where expressly provided otherwise.

IN WITNESS WHEREOF, we have hereunto set our hands this
22 day of June, 1990.

Thomas Earl Boyer
THOMAS EARL BOYER
Carol Boyer
CAROL RAY BOYER