

ARTICLES OF INCORPORATION

OF

MR. BILL'S, INC.

97 SEP 25 AM 8:52
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is MR. BILL'S, INC.

ARTICLE II

The period of the corporation's duration is perpetual.

ARTICLE III

The purposes for which the corporation is organized are to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to operation of a bar and lounge.

ARTICLE IV

The total authorized number of par value shares of stock is One Hundred Thousand (100,000). The aggregate par value of the total authorized number of par value shares is One Hundred Thousand Dollars (\$100,000.00). There are no shares without par value.

ARTICLE V

The address of the initial registered office of the corporation is West 4720 Ferrell Road, Huetter, Idaho. The name of its initial registered agent at such address is David Lynn Fiorini.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is 2, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name

David Lynn Fiorini

Acie Ernest Henley, III

IDAHO SECRETARY OF STATE
Address 09/25/1997 09:00
CK: 2173 CT: 87685 BH: 41644
4720 West Ferrell Road
Huetter, ID 83426 208-881-6000
North 4301 Ramsay Road

Coeur d'Alene, ID 83814

ARTICLE VII

The name and address of each incorporator is:

Name

David Lynn Fiorini

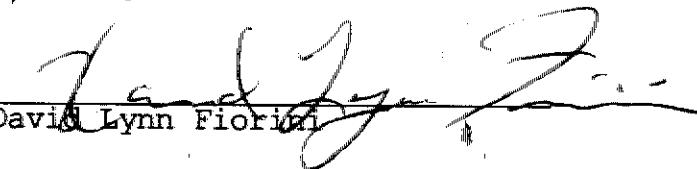
Address

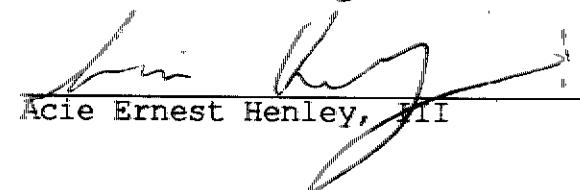
4720 West Ferrell Road
Huettner, Idaho 83814

Acie Ernest Henley, III

North 4301 Ramsay Road
Coeur d'Alene, ID 83814

DATED this 23rd day of September, 1997.

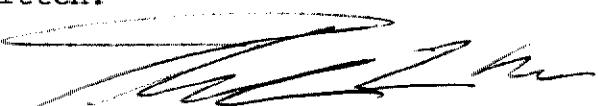

David Lynn Fiorini


Acie Ernest Henley, III

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 23rd day of September, 1997, before me, the undersigned Notary Public, personally appeared David Lynn Fiorini and Acie Ernest Henley, III, known to me or identified to me to be the persons whose names are subscribed to the foregoing instrument 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: Post Fm.
Commission expires: 11-3-78