

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MILLTOWN BREWING CO.

File number C 107474

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: August 26, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alta Siskel*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
MILLTOWN BREWING CO.

IDAHO SECRETARY OF STATE
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The undersigned person of legal age, acting as incorporator, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Idaho Business Corporation Act.

ARTICLE 1. NAME.

The name of the corporation is MILLTOWN BREWING CO..

ARTICLE 2. PURPOSES.

This corporation is organized for the following purposes:

- (a) To develop and operate one or more micro brewery restaurants, and to brew and sell a variety of beers brewed in the corporations brewing facilities.
- (b) To engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Idaho Business Corporation Act.
- (c) To engage in all such activities as are incidental or conducive to the attainment of the purposes of this corporation or any of them and to exercise any and all powers authorized or permitted to be done by a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses of this Article 2 shall each be construed as purposes and powers, and the matters expressed in each clause shall be in no way limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers; and nothing contained in these clauses shall be deemed in any way to limit or exclude any power, right or privilege given to this corporation by law or otherwise.

ARTICLE 3. SHARES.

This corporation shall have authority to issue 1,000,000 shares of common stock, and each share shall have no par value.

ARTICLE 4. PRE-EMPTIVE RIGHTS.

Shareholders of this corporation shall have no pre-emptive rights to acquire additional shares or treasury shares issued by the corporation.

ARTICLE 5. DIRECTOR LIABILITY.

A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for the liability of the director for: (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director; (ii) conduct which violates the sections of the Idaho Business Corporation Act, pertaining to unpermitted distributions to shareholders or loans to directors, or (iii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Idaho Business Corporation Act (the "Act") is amended to authorize corporate action further eliminating or limiting the personal liability directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of the forgoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE 6. INDEMNIFICATION

The corporation shall indemnify its directors against all liability, damage, or expense resulting from the fact that such person is or was a director, to the maximum extent and all circumstances permitted by law, except that the corporation shall not indemnify a director against liability, damage, or expense resulting from the director's gross negligence.

ARTICLE 7. NO CUMULATIVE VOTING.

At each election of directors, every shareholder entitled to vote at such election has the right to vote in person or by proxy the number of shares of stock held by such shareholder for as many persons as there are directors to be elected. No cumulative voting for directors will be permitted.

ARTICLE 8. AMENDMENTS TO ARTICLES OF INCORPORATION.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by statute. All rights of the shareholders of this corporation are subject to this reservation.

ARTICLE 9. SHAREHOLDER APPROVAL.

The affirmative vote of a majority of all of the votes entitled to be cast on the matter shall be sufficient, valid, and effective, after due consideration and reconsideration of such action by the the Board of Directors, as required by law, to approve and authorize the following acts of the corporation:

- a. An amendment to these Articles of Incorporation;
- b. The merger of this corporation into another corporation or the merger of one or more corporations into this corporation;
- c. The acquisition by another corporation of all of the outstanding shares of one or more classes or series of this corporation; or
- d. The sale, lease, exchange, or other disposition by this corporation of all, or substantially all, of its property other than in the usual course of business.

ARTICLE 10. REGULATION OF INTERNAL AFFAIRS.

The provisions for the regulation of the internal affairs of the corporation shall be set forth in the Bylaws.

ARTICLE 11. BYLAWS.

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws for this corporation, subject to the power of the shareholders to amend or repeal such Bylaws.

ARTICLE 12. INITIAL DIRECTORS.

The initial Board of Directors of this corporation consists of three directors. The names and addresses of such initial directors are as follows:

Name:
Kent Roberts

Address:
East 1709 Park Lane
Post Falls, Idaho 83854

Cheryl Roberts

East 1709 Park Lane
Post Falls, Idaho 83854

These initial directors shall serve until the First Annual Meeting of Shareholders and until their successors are elected and qualified unless they resign or are removed. The number of directors constituting the Board of Directors of this corporation may be increased or decreased from time to time in the manner specified in the Bylaws of this corporation.

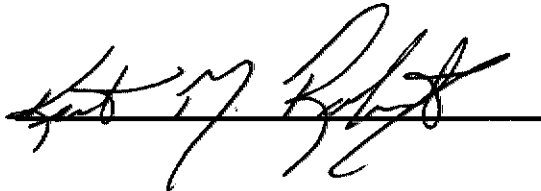
ARTICLE 13. REGISTERED OFFICE AND AGENT.

The address of the initial Registered Office of this corporation is Kent M. Roberts and the name of its initial Registered Agent at such address is E. 1709 Park Lane, Post Falls, Idaho 83854

ARTICLE 14. INCORPORATOR.

The name and address of the incorporator is: Kent M. Roberts, East 1709 Park Lane, Post Falls, Idaho 83854.


IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated this 5th day of August, 1994.



STATE OF WASHINGTON)
)ss.
County of Spokane.)

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Washington, certify that Kent Roberts, being the incorporator referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and notarial seal this 5th day of August, 1994.

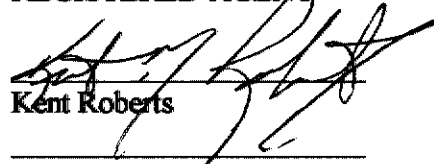

NOTARY PUBLIC in and for the State
of Washington, residing at Spokane.
My Commission Expires: 4/15/98

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Kent M. Roberts, hereby consent to serve as registered agent, in the State of Idaho, for the following corporation: MILLTOWN BREWING CO.. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the th Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

DATED this 5th day of August, 1994.

REGISTERED AGENT


Kent Roberts
