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SECRETARY OF STATE  
STATE OF IDAHO

## Articles of Incorporation of TMPGlobal Inc.

FILED EFFECTIVE

### Article One Name

The name of the corporation shall be: TMPGlobal Inc.

### Article Two Authorized Shares

The aggregate number of shares the corporation is authorized to issue shall be 1,000, all of which shall be common voting stock.

### Article Three Registered Office and Agent

The registered office of the corporation is:

The Grupp Law Firm, PLLC  
842 West Kathleen Avenue  
Coeur d'Alene, Idaho 83815

The registered agent at that address is:

Matthew P. Grupp, Esquire

### Article Four Incorporator

The name of the incorporator is:

Matthew P. Grupp, Esquire

TMPGlobal Inc. Articles of Incorporation

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The address of the incorporator is:

The Grupp Law Firm, PLLC  
842 West Kathleen Avenue  
Coeur d'Alene, Idaho 83815

## **Article Five Mailing Address**

The mailing address of the corporation is:

5080 West Citruswood Drive  
Post Falls, Idaho 83854

## **Article Six The Board of Directors**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under Section 30-1-32, Idaho Code. The number of directors constituting the initial board of directors shall be one (1). The number of directors of the corporation shall be fixed from time to time by or in the manner provided in the Bylaws, but the number thereof shall never be fewer than one (1).

## **Article Seven Initial Director**

The name and address of the initial director is:

Alex K. Steffen  
5080 West Citruswood Drive  
Post Falls, Idaho 83854

## **Article Eight**

### **Statement of Corporate Purpose**

The purpose for which this corporation is organized is for importing, exporting, and distributing wine and beer, and for any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

## **Article Nine**

### **Indemnification**

The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

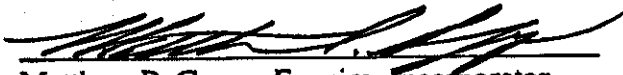
## **Article Ten**

### **Special Meetings**

Special meeting of shareholders shall be held on (i) on call of the corporation's board or directors; or (ii) by Alex K. Steffen; or (iii) if the holders of at least thirty-three and one-third percent (33 1/3%) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the corporation one or more written demands for the meeting describing the purpose(s) for which the meeting is to be held.

A written demand for a special meeting may be revoked by a writing received by the corporation prior to the receipt by the corporation of demands sufficient in number to require the holding of a special meeting.

In witness whereof, I have subscribed these Articles of Incorporation this 21<sup>st</sup> day of June, 2007.

  
Matthew P. Grupp, Esquire, Incorporator