

State of Idaho

Department of State

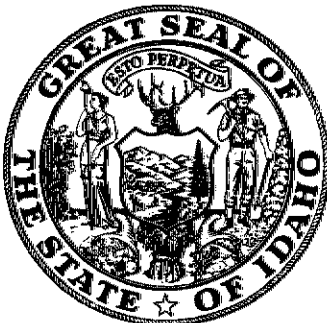
CERTIFICATE OF INCORPORATION OF

ZONICS, INC.
File number C 115197

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 3, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION
OF
ZONICS, INC.

JUN 3 1986
IDAHO SECRETARY OF STATE
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100.00

KNOW ALL PERSONS BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I.

The name of this corporation shall be Zonics, Inc.

ARTICLE II.

The principal place of business and the registered agent and his or her street address is Howard Brown, 3019 West State St., Boise, Idaho 83703.

ARTICLE III.

The objects and purposes for which the corporation is formed are as follows:

As principal, agent or otherwise to do, in any part of the world, any and every of the things herein set forth to the same extent as natural persons might or could do. In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have power:

A. To own, operate, market, run, conduct and manage one or more tobacco, beverage, and related items retail outlets and to do such other things as are incidental, proper, or necessary to the operation of the business.

B. To purchase, lease, acquire, construct and operate buildings and other land improvements, whether or not related, together with all fixtures and appurtenances.

C. To engage in every type of lawful business, industry or commercial activity, including, without limitation, the activities set forth in paragraph A above.

D. To loan money upon notes, bonds, stocks or any other evidence of indebtedness.

E. To establish, form and subsidize or otherwise assist in the establishment, organization or formation of other companies, firms, or corporations having for their objects, or some

of them, any of the objects mentioned in these Articles, or the development and furtherance of any other undertaking or business enterprise of any description whatsoever, and to purchase, own and hold stock in other corporations and interest in other business enterprises, and to sell the same, and to receive compensation for any services rendered in connection with any of the foregoing matters.

F. To borrow money for the business of the company and to give security therefor and, in pursuance of the business of the company, to issue bonds, debentures, promissory notes or other evidences of indebtedness, and to secure the same by mortgage or pledge of all or any of the property of the company, real or personal.

G. To do generally any and all things which the company may deem necessary, proper and convenient in its said business for the improvement and use of the corporation property and in carrying out and accomplishing the purposes hereinbefore specified, and in addition thereto to have all the general powers granted to corporations by virtue of the laws of the State of Idaho and of any other state in which the corporation may do business.

ARTICLE IV.

The total authorized capital stock of the corporation shall be two hundred thousand (200,000) shares of common stock of the par value of \$1.00 per share, with each share being entitled to one vote and not subject to assessment.

ARTICLE V.

The term of existence of the corporation shall be in perpetuity.

ARTICLE VI.

The number of the directors of this corporation at the commencement of business shall be four (4), but the Board of Directors may at any time, by amendment of the By-Laws, be increased to any number not exceeding seven (7).

The name and post office address of each of the initial directors named by the corporation to serve until the first election of directors are as follows:

NAME OF INITIAL DIRECTORS

Howard Brown

Marie Brown

POST OFFICE ADDRESS

3459 Sugar Creek Drive
Meridian, Idaho 83642

1115 Crestwood
Meridian, Idaho 83642

Tim Brown

1115 Crestwood
Meridian, Idaho 83642

Carmen Fiori

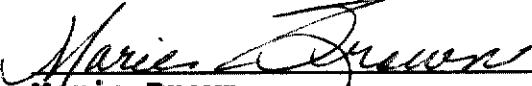
1344 E. Ashwood Circle
Salt Lake City, Utah 84121

ARTICLE VII.

By-Laws of this corporation may be made, amended or repealed by the Board of Directors or shareholders.

IN WITNESS WHEREOF, Said incorporators, the undersigned, have hereunto set their hands this 3rd day of June, 1996.


Howard Brown


Marie Brown


Tim Brown


Carmen Fiori