



CERTIFICATE OF INCORPORATION
OF

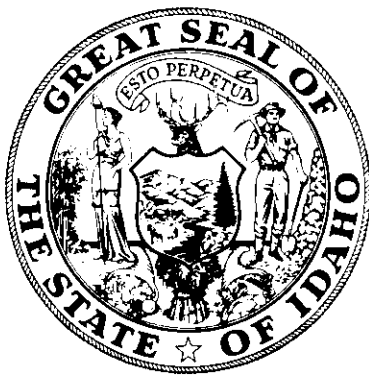
COCOLALLA WINERY, INC.

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 COCOLALLA WINERY, INC.

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: December 27, 1983



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

DEC 27 6 47 AM '83
CLERK OF DISTRICT COURT

ARTICLES OF INCORPORATION
OF
COCOLALLA WINERY, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being persons of legal age, have this day voluntarily associated ourselves for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and to that end hereby adopt Articles of Incorporation as follows:

I.

The name of the corporation is COCOLALLA WINERY, INC.

II.

The nature of the business of the corporation and the objects to be transacted, promoted, or carried on by it are:

(A) To engage in any lawful act or activity for which corporations may be organized under The Idaho Business Corporation Act.

(B) The provisions of this Article shall be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers therein specified shall be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article hereof.

III.

The corporation shall have perpetual existence.

IV.

The private property of the shareholders of the corporation shall not be subject to payments of corporation debts to any extent whatever.

V.

The registered office of the corporation is at Route 1, Box 81, Athol, Idaho 83801.

VI.

The aggregate number of shares which the corporation shall have authority to issue is 25,000 shares of one class only and each share shall have a par value of \$1.00. All of said stock shall be common stock and non-assessable having equal voting rights, powers, preferences, and restrictions; each of said shares shall be in all respects equal to every other share.

VII.

The business of the corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall be no less than two (2); and subject to such minimum, may be increased to no more than three (3); and shall be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number shall be two (2).

The names and addresses of the incorporators are as follows:

DONALD K. MERKELEY	Route 1, Box 81 Athol, Idaho 83801
K. M. VIVIAN MERKELEY	Route 1, Box 81 Athol, Idaho 83801

The names and addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected and

qualify are as follows:

DONALD K. MERKELEY

Route 1, Box 81
Athol, Idaho 83801

K. M. VIVIAN MERKELEY

Route 1, Box 81
Athol, Idaho 83801

VIII.

The initial registered office and the name of the initial registered agent is as follows:

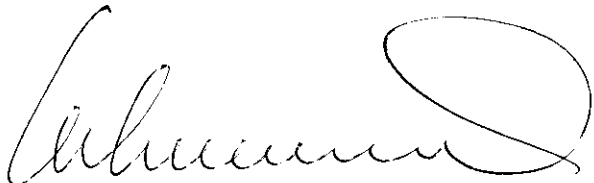
DONALD K. MERKELEY

Route 1, Box 81
Athol, Idaho 83801

IX.

An amendment altering these Articles of this corporation in any respect may be adopted by a vote of the holders of three-fourths (3/4) of the outstanding shares unless specifically prohibited by law, then by such vote as the law requires.

IN WITNESS WHEREOF, the incorporators have executed this instrument in triplicate on this 21 day of December, 1983.


DONALD K. MERKELEY


K. M. VIVIAN MERKELEY