

State of Idaho

Department of State

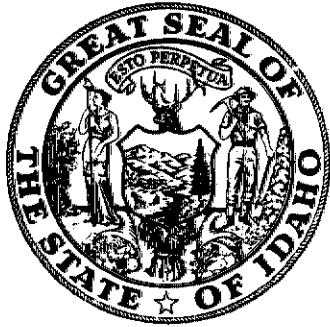
CERTIFICATE OF INCORPORATION OF

BAZZOLI-FLEENOR DIST., INC.
File number C 108118

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: October 26, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *Alma Sikel*

Oct 26 3 46 PM '96
SECRETARY OF STATE

Articles of Incorporation

for
Bazzoli-Fleenor Dist., Inc.

As set forth by the State of Idaho the following defines the incorporation of Bazzoli-Fleenor Dist., Inc. as a corporation doing business in the city of Boise, in the county of Ada, in the state of Idaho:

Articles of Incorporation set forth according to 30-1-54 (1):

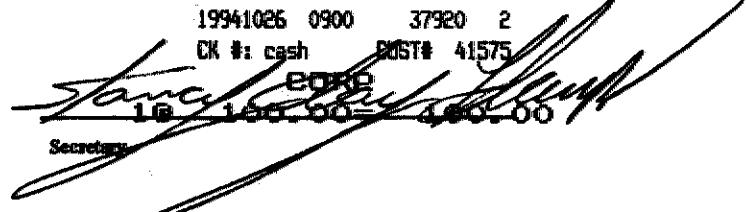
- (a) The name of the corporation: Bazzoli-Fleenor Dist., Inc..
- (b) The duration of this corporation is perpetual.
- (c) The purpose of this business is to manufacture and distribute the highest quality of micro-brewed beer, and create ever increasing profits.
- (d) The corporation is authorized to issue 1,000,000 shares of common stock with a par value of \$1.00 in accordance with section 30-1-61 and sections 30-1-15 thru 30-1-26.
- (e) There will be no division of stock by class.
- (f) There will be no issuances of preferred or special class in series.
- (g) No preemptive rights will be denied.
- (h) The incorporators will not set forth any special provisions, with regards to the regulation of internal affairs of the corporation, including any provisions restricting the transfer of shares.
- (i) 1. The address of the registered office will be:
200 E. 37th St. Space #6
Boise, Idaho 83714
- 2. The names of its initial registered agents are:
Reno Joseph Bazzoli - President
Stancy Clay Fleenor - Secretary
- (j) The corporation will not set up an initial board of directors.
- (k) The names and addresses of the incorporators are:

President -	name:	Reno Joseph Bazzoli
	address:	2315 Jean St.
		Boise, Idaho 83705
Secretary -	name:	Stancy Clay Fleenor
	address:	419 S. Jackson St.
		Boise, Idaho 83705

IDAHO SECRETARY OF STATE

19941026 0900 37920 2
CK #: cash DUST# 41575


President


Secretary

: C