

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

OF

HILDS COFFEE, INC.

OCT 23 AM 11:01
SECRETARY OF STATE
STATE OF IDAHO

Article I

Name

The name of the corporation shall be **HILDS COFFEE, INC.**

Article II

Duration

The duration of this corporation is perpetual.

Article III

Purpose

The purpose of the corporation is to engage in any lawful business.

Article IV

Stock

The corporation will have the authority to issue 1,000 shares of capital stock.

Article V

Regulation of Corporation's Internal Affairs

1. Meetings. Meetings of the shareholders and directors of this corporation will be held either in or out of the State of Idaho at such place or places as may be designated in the By-Laws or by the Board of Directors.

2. By-Laws. Initial By-Laws of this corporation will be adopted by its Board of Directors. The affirmative vote of two-thirds (2/3) of the outstanding shares will be necessary to amend or repeal the By-Laws. The By-Laws may contain any provisions for the management of this corporation that are not inconsistent with the laws of the State of Idaho and with these Articles.

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE
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Article VI

Registered Agent and Office

The name and address of the initial registered agent and office is: Gerald Hild, 1938 E. Parkhurst Court, Eagle, Idaho 83616.

Article VII

Incorporator

The name and address of the sole incorporator is:

Gerald Hild
1938 E. Parkhurst Court
Eagle, Idaho 83616

Article VIII

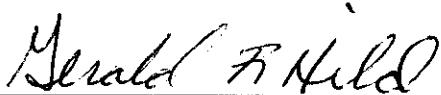
Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successor be elected and qualifies is:

Gerald Hild
1938 E. Parkhurst Court
Eagle, Idaho 83616

Maryalice Hild
1938 E. Parkhurst Court
Eagle, Idaho 83616

DATED This ____ day of October, 2002.



Gerald Hild