



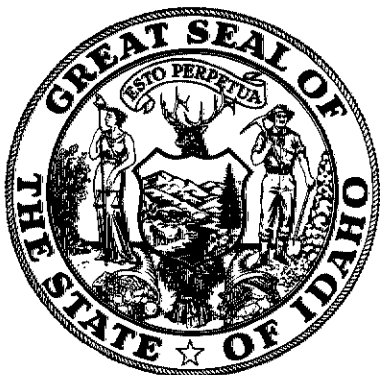
**CERTIFICATE OF INCORPORATION
OF**

SPUD KING OF IDAHO, 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 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 10, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zambra*

ARTICLES OF INCORPORATION

OCT 10 3 41 PM '89
SECRETARY OF STATE

1. The name of the corporation is: SPUD KING OF IDAHO, INC.
2. The period of its duration is perpetual.
3. Its purpose is to transact all business not forbidden by law.

4. It shall have authority to issue 1000 shares, all of one class, with \$1.00 per share par value.

5. The address if its initial registered office is:

802 West Bannock

Boise, Idaho 83702

The name of its initial registered agent at such address is:

C. Tom Arkoosh

6. No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that the Directors of this corporation are pecuniarily or otherwise interested in, or are directors of or officers of, such other corporation, or the director individually, or any firm of which a director may be a member, may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm as is so interested shall be disclosed

or shall have been known to the Board of Directors; and, any director of this corporation who is also a director of or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

7. The number of directors constituting its initial Board of Directors is three, whose name and address is:

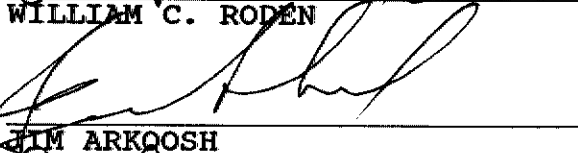
William C. Roden, 9504 W. Bienapfl Drive, Boise, Idaho 83709;
Jim Arkoosh, Route 2, Box 111, Wendell, Idaho 83355;
Daniel A. Thomas, P.O. Box 9137, Boise, Idaho 83707.

8. The name and address of each incorporator is:

William C. Roden, 9504 W. Bienapfl Drive, Boise, Idaho 83709;
Jim Arkoosh, Route 2, Box 111, Wendell, Idaho 83355;
Daniel A. Thomas, P.O. Box 9137, Boise, Idaho 83707.

DATED this 10th day of October, 1989.


WILLIAM C. RODEN


JIM ARKOOSH


DANIEL A. THOMAS