

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

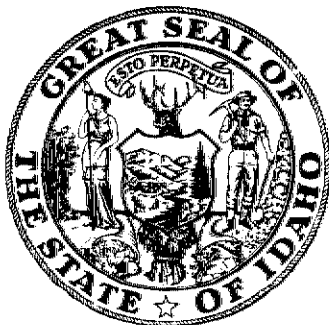
STEELHEAD BAR & GRILL, INC.

File number C 119855

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 13, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Alice Hartley

Jun 13 3 49 PM '97

ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned being a person of full age and being a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify that:

FIRST: The name of the corporation is STEELHEAD BAR & GRILL, INC.

SECOND: The purposes for which said corporation is formed is to conduct a restaurant and lounge business and/or for any other lawful purpose.

THIRD: The corporation is to have perpetual existence.

FOURTH: The corporation will do all banking transactions from Bank of America, Downtown Branch, Boise, Idaho.

FIFTH: The location and address of the registered office of the corporation is 150 N. 8th St., Ste. 221, Boise, Idaho, 83702, and the name of its initial registered agent is at such address and is DONALD A. LASSAW.

SIXTH: The total authorized number of shares which the corporation shall have authority to issue is 10,000 shares, all of one class, no par value.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is one (1), and the address of the person who is to serve as director

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE
DATE 06/16/1997
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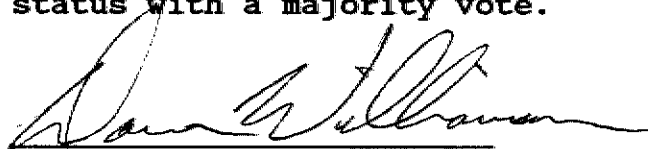
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the first annual meeting of shareholders or until his successor is elected and shall qualify is:

PRESIDENT/ DANA WILLIAMSON
VICE PRESIDENT 2502 N. 28th St.
SECRETARY/ Boise, Idaho 83702
TREASURER

EIGHTH: This shall be considered as a Sub Chapter "S" corporation and shall remain so unless the board of directors and stockholders decide to change that status with a majority vote.


Dated: June 11th, 1997.


Dana Williamson

STATE OF IDAHO)
County of Ada) ss.
On this 11 day of June, 1997,

before me the undersigned, Notary Public for the State of Idaho, personally appeared DANA WILLIAMSON, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho
Commission Expires: Boise, ID
5/26/2000