

State of Idaho

Department of State

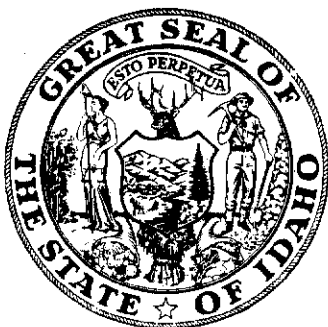
CERTIFICATE OF INCORPORATION OF

CAFFE' MOCHA, INC.
File number C 118278

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: February 13, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hartley*

Articles of Incorporation
of
Caffe' Mocha, Inc.

FEB 13 1997
IDAHO SECRETARY OF STATE
DATE 02/13/1997
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CK #: 1465
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100.00= 100.00

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME: The name of the Corporation is Caffe' Mocha, Inc.

ARTICLE II

DURATION: The duration of the corporation shall be perpetual.

ARTICLE III

PURPOSE AND POWERS: The purpose or purposes for which the corporation is organized are:

- (a) To engage in the business of food service.
- (b) To have all rights and powers normally ascribed to and incidental to said primary purpose and to business operations in general including, but not limited to; raising capital and operating monies; entering into, performing and carrying out contracts; entering into joint ventures or limited partnerships; acquiring, by purchase or otherwise, maintaining, developing, improving, financing, mortgaging, selling, renting, or exchanging such real property, equipment and other facilities as are needed by the Corporation, and to undertake all business transactions, functions and service ordinary and necessary to the business, as set forth above, or any other lawful business authorized under the laws of this State.
- (c) To have as its purpose the pursuit and development of any other business opportunities that relate to its primary purpose, as set forth above.
- (d) To engage in any other lawful activities permitted by the Idaho Business Corporation Act.

ARTICLE IV

AUTHORIZED SHARES: The aggregate number of shares of common voting stock which the Corporation shall have authority to issue is 10,000, all of which shall have a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND AGENT: The address of the Corporation's initial registration office is 20272 US HWY 30, Buhl, ID 83316 and the name of its initial registered agent at such address is Marvin L. Neil.

ARTICLE VI

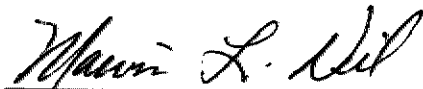
DIRECTORS: The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
Marvin L. Neil	20272 US HWY 30 Buhl, ID 83316
Katherine A. Neil	20272 US HWY 30 Buhl, ID 83316

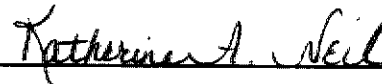
INCORPORATORS: The names and addresses of each incorporator are:

Name	Address
Marvin L. Neil	20272 US HWY 30 Buhl, ID 83316
Katherine A. Neil	20272 US HWY 30 Buhl, ID 83316

DATED: _____



Marvin L. Neil



Katherine A. Neil