

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

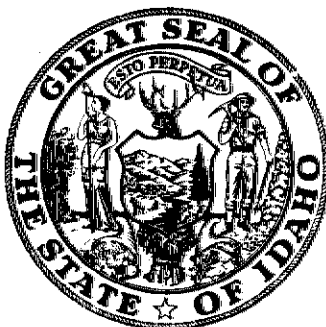
ESPRESSO DELITE, INC.

File number C 117148

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: November 15, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonny Harold*

ARTICLES OF INCORPORATION
OF
ESPRESSO DELITE, INC.

Nov 12 1 35 PM '96

SECRETARY OF STATE
STATE OF IDAHO

The undersigned natural persons, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the laws of the State of Idaho, hereby certify as follows:

1. The name of this corporation is Espresso Delite, Inc.
2. The street address of the corporation's initial registered office is 11183 Musket, Boise, Idaho, 83713, and the name of the initial registered agent of the corporation at that address shall be Torrance D. Harvey.
3. The nature of the business of the corporation and the primary object or purposes proposed to be transacted, promoted or carried on by it, are as follows:
 - (a) To engage in the business of food and beverage service and sales.
 - (b) To conduct any other business enterprise not contrary to law,
 - (c) To buy, sell, lease, use, develop, mortgage, improve and otherwise deal in and dispose of all types of real or personal property in connection with the conduct of business enterprise carried on by the corporation.
 - (d) To exercise all of the powers allowed under the laws of the State of Idaho.
4. The total amount of the authorized capital stock of this corporation is 100 shares of common stock with \$2.00 par value each.
5. The name and post office address of each incorporator is as follows:

NAME:

POST OFFICE ADDRESS:

Torrance D. Harvey

11183 Musket
Boise, ID 83713₂

Kent M. Storey

1427 Maple
Meridian, ID 83642¹²

IDAHO SECRETARY OF STATE
DATE 11/12/1996 0900 38699

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SECRETARY OF STATE
STATE OF IDAHO

6. The corporation shall have a Board of Directors. The duties of the Board of Directors shall be performed by Torrance D. Harvey, 11183 Musket, Boise, ID 83713, Delores L. Harvey, 11183 Musket, Boise, ID 83713, Kent M. Storey, 1427 Maple, Meridian, ID 83642, and Debbie Storey, 1427 Maple, Meridian, ID 83642. The Board of Directors shall have all those powers and duties enumerated in the law of the State of Idaho.

7. The President and Secretary of the corporation shall have the authority on behalf of the corporation to enter into any contract between the corporation and all of its shareholders (a) imposing restrictions on the future transfer (whether inter vivos, by inheritance or testamentary gift), hypothecation or other disposition of its shares; (b) granting purchase options to the corporation or its shareholders; or (c) requiring the corporation or its shareholders to purchase such shares upon stated contingencies. In addition, any and all of such restrictions, options or requirements may be imposed on all shares of the corporation, issued and unissued, upon the unanimous resolution of the Board of Directors and the consent of all stockholders as of the date of the Board's resolution.

8. (a) The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit

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order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court of chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of chancery or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of this article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) and (b) of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b) of this article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(e) Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this article. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

(f) The indemnification and advancement of expenses provided by or granted pursuant to the other subsections of this article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

(g) The indemnification and advancement of expenses provided by, or granted pursuant to, this article shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

9. To the maximum extent permitted by the laws of the State of Idaho, no member of the Board of Directors shall be liable to the corporation or the stockholders of the corporation for any monetary damages for breach of his duty as a director.

10. Unless the Bylaws of the corporation otherwise provide for a greater number, a quorum at any meeting of the shareholders of the corporation shall consist of a majority of the votes entitled to be cast on the matter, represented in person or by duly authorized proxy at such meeting.

11. In any election of directors, the shareholders of the corporation shall be entitled to cumulative voting rights.

EXECUTED this ____ day of _____, 199__.


Torrance D. Harvey


Kent M. Storey