

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NORTHWEST ENTERTAINMENT, 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: November 22, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson

Corporation Clerk

ARTICLES OF INCORPORATION SEC. 17 STATE

OF

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NORTHWEST ENTERTAINMENT, INC.

The undersigned incorporator(s), desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt(s) the following articles of incorporation:

ARTICLE I

The name of this Corporation is NORTHWEST ENTERTAINMENT, INC.

ARTICLE II

Purposes

The purposes of the corporation are to own and operate a night club and to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III

Duration

The period of duration of the corporation is perpetual.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is:

12555 Diamond Drive
Haydn Lake, Idaho 83835

The name of the corporation's initial registered agent at such address is CONNIE MARIE HAZELTON.

ARTICLE V

STOCK

The total authorized number of shares of stock is ONE THOUSAND (1,000) without nominal or par value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the board of directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE VI

PREEMPTIVE RIGHTS

Except as may otherwise be provided by the Board of Directors, no holder of any shares of this corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any securities of this corporation of any class or kind now or hereafter authorized.

ARTICLE VII

DIRECTORS

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

Connie Marie Hazelton
12555 Diamond Drive
Haydn Lake, Idaho 83835

Rodney L. Hazelton
12555 Diamond Drive
Haydn Lake, Idaho 83835

ARTICLE VIII

INCORPORATORS

The name and address of each of the incorporator(s) are:

Peter V. Hawkins
N. 501 Riverpoint #121
Spokane, WA 99202

Executed in duplicate on November 15, 1991.

Peter V. Hawkins

PETER V. HAWKINS
Incorporator