

Department of State

**CERTIFICATE OF INCORPORATION
OF**

VENTURE SOUTH DISTRIBUTORS, 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: **July 22, 1988**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

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VENTURE SOUTH DISTRIBUTORS, INC. SECRETARY OF STATE

The undersigned incorporators desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act adopts the following Articles of Incorporation:

ARTICLE I.

NAME. The name of the corporation is Venture South Distributors, Inc.

ARTICLE II.

PURPOSE. The purpose for which this corporation is organized is to engage in the wholesale distribution and sale of beer, wine and other beverages both alcoholic and non-alcoholic and other related products and to engage in any and 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 1640 Kimberly Road, City of Twin Falls, Idaho 83301. The name of the corporation's initial registering agent at such address is Mitchell D. Watkins.

ARTICLE V.

STOCK. The aggregate number of shares which the corporation shall have authority to issue is Five Thousand (5000) shares divided into One Hundred (100) shares of Class A Stock, which shares shall be without par value; and Four Thousand Nine Hundred (4900) shares of Class B Stock, which shares shall also be without par value. Class A shares are voting shares. Class B shares are non-voting shares.

ARTICLE VI.

DIRECTORS. The number of directors constituting the initial board of directors is four (4). The names and addresses of the persons who are to serve as directors until the first annual meeting of the share holders or until their successors are elected or qualified are:

Mitchell D. Watkins, 1640 Kimberly Road, Twin Falls,
Idaho 83301

Anthony D. Watkins, 1640 Kimberly Road, Twin Falls,
Idaho 83301

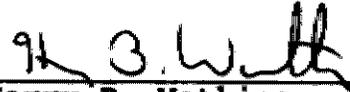
William F. Watkins, 1200 Shakespeare, Missoula,
Montana 59802

Harry B. Watkins, 1200 Shakespeare, Missoula,
Montana 59802

ARTICLE VII.

INCORPORATORS. The name and address of the incorporator of the corporation is, Harry B. Watkins, 1200 Shakespeare, Missoula, Montana 59802.

Executed in duplicate this 21st day of July, 1988.

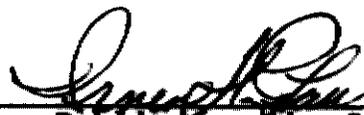


Harry B. Watkins

STATE OF MONTANA)
 : ss.
County of Missoula)

I, the undersigned, a Notary Public hereby certify that on the 21st day of July, 1988, personally appeared before me Harry B. Watkins, who being by me first duly sworn declared that he is the person who signed as incorporator of the foregoing document and that the statements therein contained therein are true.

(SEAL)



Notary Public for the State of Montana
Residing at Missoula, Montana
My commission expires: April 2, 1990