

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

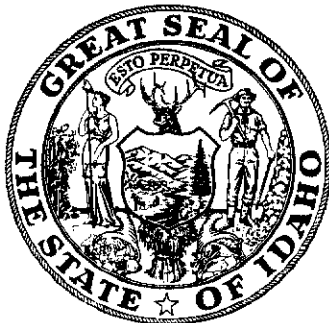
SANDMAN INC.

File number C 113846

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 23, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Siskel*

ORIGINAL
SECRETARY OF STATE
IDAHO
FEB 23 10 29 AM '96

ARTICLES OF INCORPORATION
OF
SANDMAN INC.

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

ARTICLE I.

NAME

The name of the corporation is SANDMAN INC.

ARTICLE II.

OBJECTS, PURPOSES AND POWERS

That the nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, in any part of the world, to wit:

(a) To buy, sell, lease, manage, and rent business enterprises of every description, including, but not limited to bars, taverns, lounges, hotels, motels, dance halls, restaurants, cafes, drive ins, quik stops, and grocery stores.

(b) To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, services, and real property and personal property of any and every class and description.

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(c) To enter into, make, and perform contracts, licenses and franchises of every kind with any persons, firm, association, or corporation, municipality, body politic, county, nation or territory, state, government, or colony or dependency thereof, and without limit as to amount, to draw, make, accept, indorse, discount, execute and issue promissory note, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

(d) To do any or all of the things herein set forth to the same extent as natural persons might or could do in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

(e) To do and have any and all general powers as described and set forth in the General Business Corporations Act, Title 30, Chapter 1, Idaho Code.

ARTICLE III

DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV.

CAPITAL STOCK

The amount of the total authorized number of capital stock is five hundred shares of one class only, having a par value of

one dollar per share.

All stock for sale of said corporation shall be offered for sale to the corporation, or to the existing stockholders, before the stock can be sold to any third party, not a shareholder.

ARTICLE V.

REGISTERED OFFICE

The registered office and principal place of business of said corporation is 1620 Sherman Avenue, Coeur d'Alene, Idaho 83814. The name of the registered agent at such address is KIM GITTEL.

ARTICLE VI.

BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) directors whose names and addresses are as follows:

Kim Gittel
1620 Sherman Avenue
Coeur d'Alene, Idaho 83814

Karen Gittel
1620 Sherman Avenue
Coeur d'Alene, Idaho 83814

Directors shall serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified.

ARTICLE VII.

INCORPORATORS

The incorporators of this corporation are:

Kim Gittel
1620 Sherman Ave.
Coeur d'Alene, Id 83814

Karen Gittel
1620 Sherman Ave.
Coeur d'Alene, ID 83814

ARTICLE VIII.

DEBTS

The private property of the stockholders may not be subject to the payment of corporate debts to any extent whatsoever.

The undersigned, for purposes of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate and do hereby certify that the facts herein stated are true; and they have accordingly hereunto set their respective hands and seals.

DATED this 13 day of Feb., 1996.



KIM GITTEL


KAREN GITTEL