



**CERTIFICATE OF INCORPORATION
OF**

LUCKY LADIES, LTD.

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 23, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Thomas*

Nov 23 2 26 PM '87

ARTICLES OF INCORPORATION SECRETARY OF STATE

OF

LUCKY LADIES, LTD.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, comprised of a natural person of full age, and a citizen of the United States, does hereby announce the creation of a private corporation under the laws of the State of Idaho, by and under the provisions of the statutes of the State of Idaho, providing for the formation of a general domestic business corporation, and does hereby certify as follows:

ARTICLE I

The name of this corporation shall be:

LUCKY LADIES, LTD.

ARTICLE II

The general nature of the business, objects and purposes proposed to be transacted and carried on by this corporation, to the same extent as natural persons might or could do, shall be to engage in any lawful activity, including but not limited to the business of purchasing, acquiring, owning, leasing, operating, conducting, maintaining and carrying on the business of a cabaret, night club, tavern, restaurant, liquor and entertainment operation and to procure all the necessary licenses and permits related thereto, and to sell and dispense foods, beverages and liquids of all kinds and to do any and all things necessary and pertaining to said business.

To purchase, acquire, improve, develop, divide, subdivide, lease

mortgage, encumber, exchange, trade, sell, barter, dispose of and otherwise deal in any and all real and personal property and any and every estate and interest therein including contracts, mortgages, notes, trust deeds, securities, equities, or other interests and choses in actions secured thereby, judgments resulting therefrom, and other personal property collateral thereto, in making or obtaining loans upon such property, to obtain insurance against fire and liability and other risks thereon, and in managing and conducting any legal actions, proceedings, and business relating to any of the purposes herein mentioned or referred to; to purchase, lease, build, construct, erect, occupy, and manage buildings, stores or works of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

To purchase, handle, acquire, lease, exchange, trade, sell, barter, transport, distribute, dispose of, deal in and generally trade in, store, carry and warehouse any and all kinds of goods, wares, merchandise, provisions, supplies and personal property incident to or in any way connected with the general business of this corporation, and to do all things necessary or convenient which are incident to or connected with the general business of this corporation.

To purchase, acquire, hold and dispose of stocks, bonds, and other obligations of indebtedness of any other corporation, and this corporation may issue in exchange therefor the stock, bonds, or other obligations of this corporation.

To purchase, subscribe for or otherwise acquire and to hold the shares, stocks, bonds, or other obligations of indebtedness of any corporation, domestic or foreign, and to sell or exchange the same, upon the distribution of assets or division of profits, to distribute any such shares, stocks, bonds, or other obligations of indebtedness or proceeds thereof among the shareholders of this corporation.

To borrow or raise money for any purpose and to secure the same and to mortgage or encumber all or any part of the property, property rights, interests, or franchises of this corporation now owned or hereafter acquired, and to create, issue, accept and negotiate bonds, mortgages, bills of exchange, promissory notes, security agreements, security interests, or other obligations or negotiable instruments.

To purchase, lease, or otherwise acquire, hold, own, use, employ, convey, encumber, and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulas, licenses, goodwill, franchises, operations and firm names, and property and rights of every kind, and to take over the whole or any part of the assets or liabilities of any person, firm, association or corporation engaged in or authorized to be conducted by this corporation, or owing property necessary or suitable for its purposes, and to pay for same in cash, in the stock or bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

To employ, terminate, and in any manner acquire employment of persons, or to contract with independent contractors, for the purposes of effecting the objectives of this corporation.

To execute, make and enter into any contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the obligations of this corporation.

To transact any lawful business for which corporations may be incorporated under Title 30, Chapter 1, Idaho Code, and to exercise generally the powers customarily exercised by business corporations, and particularly the powers provided by the laws of the State of Idaho, in accordance with the Idaho Code, and to do so in any State of the United States and throughout the world;

The foregoing clauses by reason of the specific enumeration of powers, shall not be held to restrict the power of this corporation to do any act within the purview of its general powers.

ARTICLE III

This corporation shall have a perpetual existence.

ARTICLE IV

The address of the initial registered office of this corporation until declared to be otherwise shall be located in the City of Boise, State of Idaho, at 2001 North Raymond, and Julie Ann Novotny shall be the initial registered agent for this corporation in the State of Idaho at 2001 North Raymond, Boise, Idaho, for any and all purposes required by law until a Board of Directors should decide otherwise.

ARTICLE V

The amount of authorized capital stock of this corporation shall be TEN THOUSAND DOLLARS (\$10,000.00) divided into TEN THOUSAND (10,000)

shares of common stock of the par value of ONE DOLLAR (\$1.00) per share.

The stock, as above mentioned, shall be of one class, namely, common stock, and shall all be voting.

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 fully paid stock, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE VI

The capital stock of this corporation, after the value for same has been paid in, shall not be subject to assessment to pay debts of the corporation, and no paid up stock and no stock issued as fully paid shall be assessable or assessed, at any time whatsoever.

ARTICLE VII

The private property of the stockholders of this corporation shall not be subject to the payments of the corporate debts in any amount or to any extent whatsoever.

ARTICLE VIII

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE IX

The initial Board of Directors shall consist of two directors;

the number of Directors may be increased or decreased as may be provided for in the By-laws of this corporation.

ARTICLE X

The Board of Directors by a majority vote shall have the power to repeal or amend the code of By-laws and to adopt a new code of By-laws.

ARTICLE XI

The name and post office address of the incorporators and the number of shares of stock subscribed by each are as follows:

NAME	ADDRESS	NO. OF SHARES
Julie Ann Novotny	2001 N. Raymond, Boise, Idaho	10,000

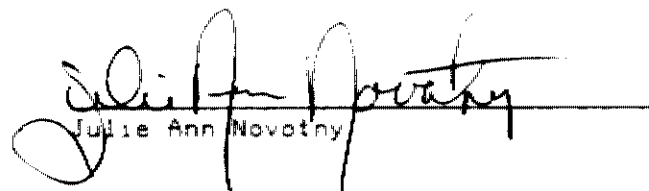
ARTICLE XII

The name and address of the first Board of Directors are as follows:

Julie Ann Novotny, 2001 N. Raymond, Boise, Idaho

Sharon Smith, 2001 N. Raymond, Boise, Idaho

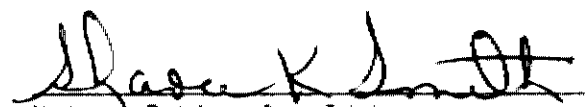
IN WITNESS WHEREOF, The undersigned, being the original subscriber to the capital stock hereinabove mentioned, does make and file this certificate, and does hereby declare and certify that the facts herein stated are true, and accordingly has hereunto set her hand this 23rd day of November, 1987.


Julie Ann Novotny

STATE OF IDAHO)
 : ss
County of Ada)

THIS IS TO CERTIFY, That on this 23rd day of November, 1987, before me a Notary Public in and for said State, personally appeared Julie Ann Novotny, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same as her own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official notarial seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Boise, Idaho