

CERTIFICATE OF INCORPORATION
OF

LA CHARRA, 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: December 30, 1985



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

DEC 30 10 51 AM '85

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF LA CHARRA, INC.

We, the undersigned, being three persons of full age, all of whom are citizens of the United States or of its territories or possessions, have this day voluntarily associated ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and to that end hereby adopt articles of incorporation as follows:

ARTICLE ONE: The name of the corporation is La Charra, Inc.

ARTICLE TWO: The purposes of the corporation are:

1. To engage in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent, or sell such business or businesses.

2. To conduct, maintain, and operate the business of amusement, entertainment, and recreation of the public, including the furnishing of any and all facilities for dancing, music, games of skill, athletic, and other contests, and exhibitions of every nature, for participation by the public and otherwise; to own, operate and maintain resort properties; to charge admission fees, rates, rentals, and other forms of payment for so doing.

3. To purchase, acquire through the issuance of its capital stock or otherwise, own, hold, lease either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate, and generally deal in any and all

lands, improved and unimproved, residential and commercial development, office buildings, manufacturing works and plants, and other buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal and mixed, wheresoever situated.

4. To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

5. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation.

6. To have and to exercise all powers conferred by the laws of the State of Idaho or corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either along or in connection with other persons, firms, associations or

corporations, and in any part of the world.

7. The above enumerated powers shall not be construed as limiting or restricting in any manner the powers of this corporation, which shall always have such incidental powers as may be connected with or related to any specific power herein enumerated.

ARTICLE THREE: The duration of the corporation is perpetual.

ARTICLE FOUR: The location and post office address of the registered office of the corporation in the State of Idaho is HCR 01, Box 420, U.S. Highway 95, Naples, County of Boundary, State of Idaho, 83847. The corporation's initial registered agent at such address shall be C. Reo Hart.

ARTICLE FIVE: The total authorized number of par value shares of common stock is ONE HUNDRED. The aggregate par value of the total authorized number of shares is \$10,000.00.

ARTICLE SIX: The name and post office address of the incorporators, and the number of shares of common stock for which each has subscribed are:

NAME	POST OFFICE ADDRESS	NO. OF SHARES
ROBIN I. COREY	HCR 01 Box 420 Naples, Idaho	1
C. REO HART	HCR 01 Box 420 Naples, Idaho	1

ARTICLE SEVEN: Shares in the corporation may be transferred to the corporation, to other stockholders in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the owners of a majority of the outstanding shares.

Any action required or permitted to be taken by the board of directors may be taken without a meeting if all members of the board individually or

collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board and shall have the same force and effect as a unanimous vote of the directors. A written consent shall be sufficient for this purpose if it expressly consents to or ratifies an action, regardless of the date such consent is made or received.

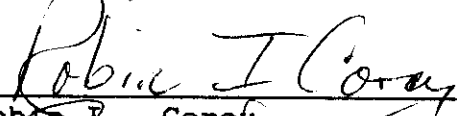
The corporation is authorized to issue one class of common stock only. All issued common stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens, or to estates authorized to hold stock under regulations pertaining to Code Subchapter S.

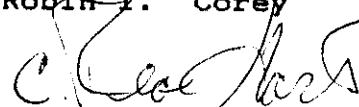
ARTICLE EIGHT: The corporation reserves the right to amend, add to, or repeal any provisions contained in these Articles of Incorporation, upon approval of the owners of not less than 75% of the outstanding shares.

ARTICLE NINE: No person may serve as Director of this corporation unless also a stockholder. Until the first annual meeting of shareholders, the initial Board of Directors shall be composed of the three persons, being the two persons designated herein as incorporators together with:

RUBY I. HART 9657 3/4 Naomi Street
Arcadia, California

EXECUTED on this day of December, 1985.



Robin I. Corey


C. Reo Hart