

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

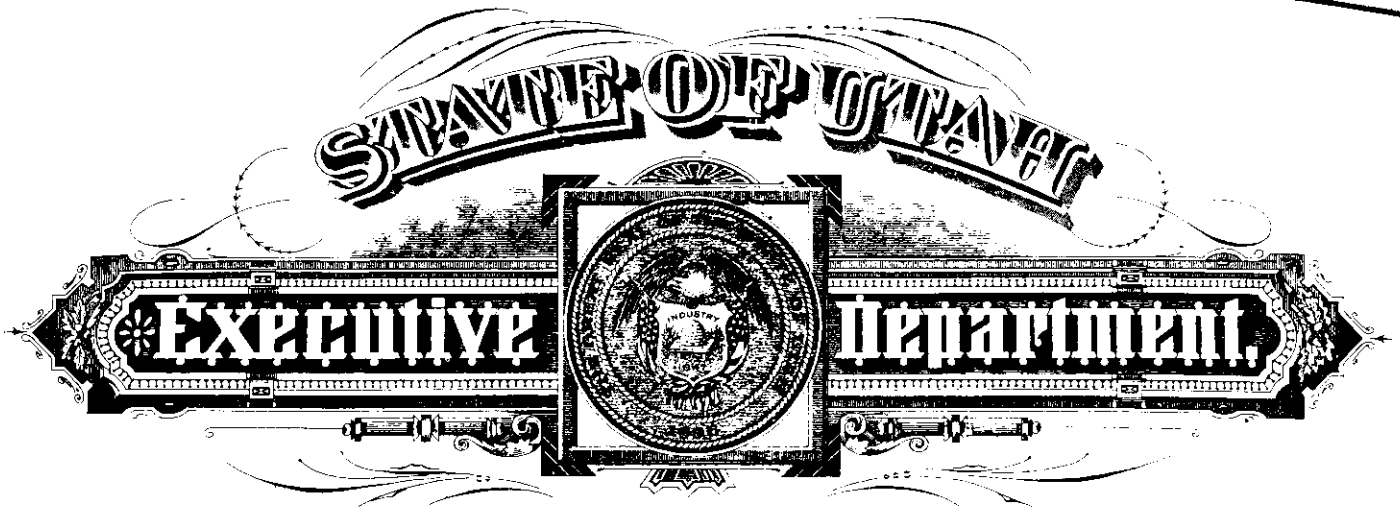
PLEIADES, INC.

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **23rd** day of **March** **1964**, a properly authenticated copy of its articles of incorporation, and on the **9th** day of **April** **1964**, a designation of **James L. Hart** in the County of **Bannock** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **9th** day of **April**, A.D. 19 **64**.

Secretary of State.

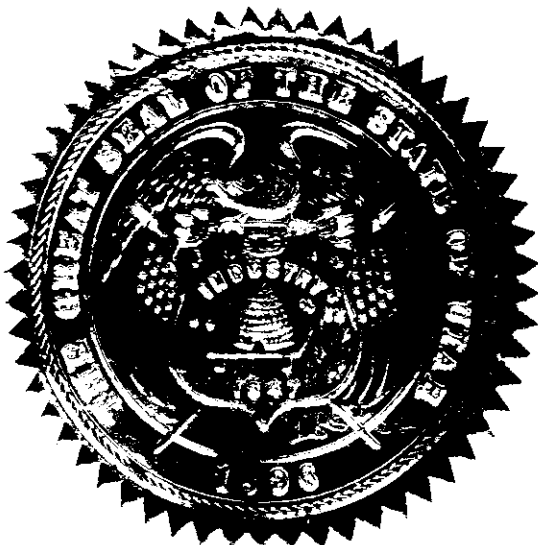


Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Incorporation of -

PLEIADES, INC.-

AS APPEARS OF RECORD IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS NINETEENTH DAY OF
MARCH 19 64

Lamont F. Toronto
SECRETARY OF STATE

BY Mendell L. Cattell
DEPUTY

ARTICLES OF INCORPORATION

of

PLEIADES, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Pleiades, Inc.

SECOND: The Corporation shall have perpetual duration.

THIRD: The purpose or purposes for which the corporation is organized are to establish and operate bars, taverns, night clubs and eating establishments, to conduct any business and exercise any powers that are now or may hereafter be conferred by the laws of the State of Utah upon private corporation and to engage in and carry on any business or undertaking to the same extent natural persons might or could do.

FOURTH: The aggregate number of shares which the corporation is authorized to issue is 30,000 of the par value of One Dollar (\$1.00) each.

FIFTH: The corporation will not commence business until consideration of the value of at least \$1000.00 has been received for the issuance of shares.

SIXTH: Nothing contained herein shall limit or deny to shareholders the preemptive right to acquire additional or treasury shares of the corporation.

SEVENTH: The post office address of its initial registered office is 980 North 500 West, Bountiful, Utah, and the name of its initial registered agent at such address is Ronald L. Edwards.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Ronald L. Edwards, 115 East 400 North, Bountiful,
Utah;
E. Jex Hepworth, 152 West 10th North, Bountiful, Utah;
Kenly Duncan, 7246 South 700 West, Bountiful, Utah.

NINTH: The name and address of each incorporator is:

Ronald L. Edwards, 115 East 400 North, Bountiful,
Utah;
E. Jex Hepworth, 152 West 10th North, Bountiful, Utah;
Kenly Duncan, 7246 South 700 West, Bountiful, Utah.

TENTH: No shareholder of this corporation shall sell his stock or any part thereof to any person without first submitting at a regular or special meeting of the shareholders the true terms of the desired or contemplated sale, and said shareholders, and any of them, shall have a prior right, within ten days after said submission, to purchase said stock on the same terms as the contemplated sale. In the event of such offer, or if new shares are issued, all shareholders shall have a right, within ten days of notice of such contemplated sale, or issue, and the terms thereof, to buy at the same price per share, or subscribe for any said new issue, such portion of the shares so offered for sale or issued as each shareholder's total shares bear to the total shares outstanding, exclusive of those owned by the selling shareholder. Any sale made in violation of the above provisions shall be null and void.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands this 2nd day of December, 1963.

Ronald L. Edwards
E. Jex Hepworth
Kenly Duncan

STATE OF UTAH, :
 : SS.
COUNTY OF DAVIS. :

I, Keith L. Stahl, a Notary Public, hereby certify that on the 2nd day of December, 1963, personally appeared before me, RONALD L. EDWARDS, E. JEX HEPWORTH and KENLY DUNCAN, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of December, 1963.

Keith L. Stahl
.. Notary Public ..

Res: Sevier Co., Utah
Com. Exp: 12/31/64