

**FILED**

99 SEP 13 AM 10:27

ARTICLES OF INCORPORATION

STATE OF IDAHO

OF

TUBS CAFE, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following articles of incorporation.

ARTICLE ONE: The name of the corporation is:

**TUBS CAFE, INC.**

ARTICLE TWO: The period of duration of the corporation is perpetual.

ARTICLE THREE: The purpose of the corporation is to engage in real food and beverage sales, restaurant, and hospitality trade, and in any and all other lawful business for which a corporation may be organized under the Idaho Business Corporation Act.

ARTICLE FOUR: The total number of authorized shares that the corporation shall have is ten thousand (10,000), which shares shall be without par value.

ARTICLE FIVE: There is no provision for the regulation of the internal affairs of the corporation, and there is no provision for denying preemptive right to the shareholders.

IDAHO SECRETARY OF STATE

SEP 14 1999 09:00

CX: 6567 CT: 19872 BH: 249589

1 \* 100.00 = 100.00 CORP # 2

C130435

ARTICLE SIX: The street address of the initial registered office of the corporation and the name of its initial registered agent at that office are:

Patrick M. Stroud  
2411 E. Harrison Avenue  
Coeur d'Alene, Idaho 83814

ARTICLE SEVEN: The initial board of directors has two directors. 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 qualified are:

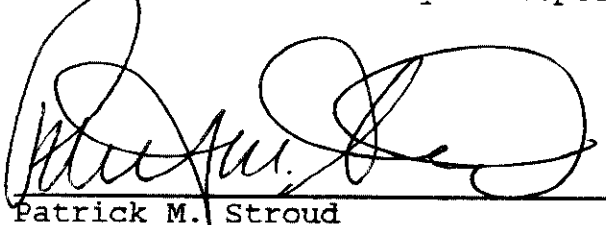
Patrick M. Stroud	Cynthia Guinn Stroud
2411 E. Harrison Avenue	2411 E. Harrison Avenue
Coeur d'Alene, Idaho 83814	Coeur d'Alene, Idaho 83814

ARTICLE EIGHT: The name and address of the incorporator are:

Patrick M. Stroud  
2411 E. Harrison Avenue  
Coeur d'Alene, Idaho 83814

ARTICLE NINE: The directors of the corporation shall not be personally liable to the corporation or to any of its shareholders for monetary damages for a breach of fiduciary duty as a director except for breach of duty of loyalty to the corporation or stockholders, acts or omission not in good faith, or intentional misconduct, and transactions from which the director derived an improper personal benefit.

Dated this 9th day of September, 1999.

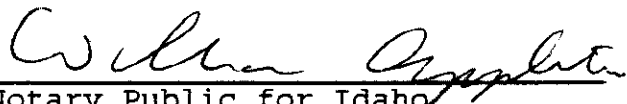


Patrick M. Stroud

STATE OF IDAHO                    )  
                                      (    ss.  
County of Kootenai                )

On this 9th day of September, 1999, before me, a notary public, personally appeared Patrick M. Stroud, known to me to be the person whose name is subscribed to the foregoing instrument, and he acknowledged to me that he executed this document.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year last above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Coeur d'Alene  
Commission Expires: Nov.18, 2000