

State of Idaho

Department of State

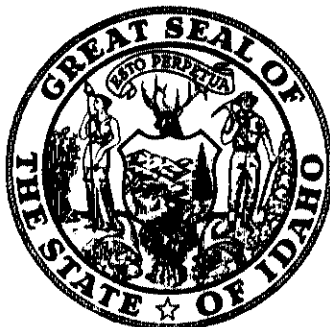
CERTIFICATE OF INCORPORATION OF

JB ENTERPRISES, 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: May 24, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

**ARTICLES OF INCORPORATION
OF JB ENTERPRISES, INC.**

The undersigned incorporator, being a natural person of the age of 18 years or more, and desiring to form a corporation under the laws of the Idaho Business Corporation Act, Title 30 Chapter 1, State of Idaho, , does hereby sign, verify, and deliver in duplicate to the Secretary of State of Idaho these Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation shall be:

JB ENTERPRISES, INC.

ARTICLE II

Period of Duration

This Corporation shall exist in perpetuity from and after the date of filing these Articles of Incorporation with the Secretary of State of the State of Idaho unless dissolved according to law.

ARTICLE III

Purposes

The purpose of this Corporation shall be the transaction of all lawful business for which corporations may be incorporated pursuant to the Idaho Business Corporation Act, including, but without limitation, the right to transact business through a franchising agreement entered into with other corporate entity(ies).

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ARTICLE IV

Capital

Shares. The aggregate number of shares which this Corporation shall have authority to issue is 10,000 shares, all of which shall be common stock without par value.

ARTICLE V

Shareholders Rights

1. Quorum. A two-thirds majority of the shares entitled to vote represented in person or proxy shall constitute a quorum at meeting of shareholders.

2. Major Corporate Actions. With respect to any of the following actions to be taken by shareholders of the Corporation, the affirmative vote or concurrence of the holders of a two-thirds majority of all the outstanding shares of the Corporation entitled to vote shall be required:

- a. To amend the Articles of Incorporation;
- b. To lend money to directors;
- c. To distribute in partial liquidation out of
stated capital;
- d. To sell, lease, exchange or in other ways
distribute assets not in the usual course
of business;
- e. To revoke a voluntary dissolution proceeding;

f. To merge or consolidate with another entity;

g. To effect voluntary dissolution

3. Cumulative Voting. There shall be no cumulative voting in the election of director of for any other matter.

4. Pre-emptive Rights. There shall be no pre-emptive rights.

ARTICLE VI

Board of Directors

The general management of the business and affairs of the Corporation shall be exercised by a Board of Directors of not less than three; except that there need be only as many directors as there are shareholders in the event that the outstanding shares are held of record by fewer than three shareholders. The Board of Directors shall have the power to make, alter, amend or repeal the By-Laws; however, any By-Laws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights.

ARTICLE VII

Rights of Directors and Officers

to Contract with Corporation

Any of the directors, officers, or shareholders of this Corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor shall any firm, association, or corporation of which he shall be a member,

or in which he may be pecuniarily interested in any manner be so disqualified. No director, nor officer, nor any firm, association, or corporation with which he is connected as aforesaid, shall be liable to account to this Corporation or its shareholders for any profit realized by him, from or through any such transaction or contract, it being the express purpose and intent of this Article to permit this Corporation to buy from, sell to or otherwise deal with partnerships, firms, or corporations of which the directors and officers of this Corporation, or any one or more of them, may be members, directors, or officers, or in which they or any of them may have pecuniary interest; and, the contracts of this Corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such position. Furthermore, directors of this Corporation may be counted for a quorum of the Board of Directors of this Corporation at a meeting even though they may be pecuniarily interested in matters considered at such a meeting; and, any action taken at such a meeting with reference to such matters by a majority of the disinterested directors shall not be void or voidable by this Corporation in the absence of fraud.

ARTICLE VIII

Indemnification

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or

completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was an incorporator, director, officer, employee, fiduciary, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had to reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director,

officer, employee, fiduciary, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or another enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter As to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a director, officer, employee, fiduciary, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subparagraphs A or B of this Article VIII, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

D. Any indemnification under subparagraphs A or B of this Article VIII, (Unless ordered by a court) and as distinguished from subparagraph C of this Article, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subparagraphs A or B above. Such determination shall be made (1) by the Board of Directors by a majority vote of quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by majority vote of a quorum of shareholders in person or by proxy.

E Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, fiduciary, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized herein.

F. The indemnification provided by this Article VIII Shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested

directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an incorporator, director, officer, employee, fiduciary, or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

ARTICLE IX

Registered Office and Registered Agent

The address of the initial registered office of this Corporation is 540 Blue Lakes Boulevard, Suite 616, Twin Falls, Idaho 83301, and the initial registered agent at such address is Mark Dressler. Either the registered office or the registered agent may be changed in the manner permitted by law.

ARTICLE X

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of one directors, and the names and addresses of those persons who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and shall quality are as follows:

NAME
Mark Dressler

ADDRESS
540 Blue Lakes Blvd.
Suite 616
Twin Falls, Id. 83301

Twin Falls, Id. 83301

ARTICLE XI

Incorporator

The name and address of the incorporator is:

MARK DRESSLER
 540 BLUE LAKES BLVD. #616
 TWIN FALLS, ID 83301

IN WITNESS WHEREOF, the above named incorporator signed these

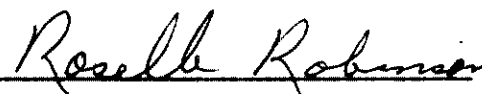
Articles of Incorporation this 21 day of May, 1993.



STATE OF IDAH0)
)SS
 CITY AND COUNTY OF TWIN FALLS)

I, the undersigned, a Notary Public, hereby certify that on the 21
 day of 5, 1993, personally appeared before me , who, being first duly
 sworn, declared that he is the person who signed the foregoing document as
 incorporator, and that the statements therein contained are true.

WITNESS my hand and official seal.

My Commission expires 7-15-94


 Notary Public


 Address