State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

LIGHTHOUSE COFFEE & BOOKS, INC.
File number C 111629

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.

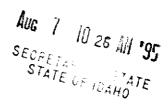
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 7, 1995



Pite of Cenarrusa SECRETARY OF STATE

By Ara Seife



ARTICLES OF INCORPORATION OF LIGHTHOUSE COFFEE & BOOKS, INC.

We, the undersigned incorporators hereby form and establish a corporation for profit under the laws of the State of Idaho.

FIRST: The name of this corporation is LIGHTHOUSE COFFEE & BOOKS, INC.

SECOND: The period of duration is Perpetual/Continuous.

THIRD: The registered office of the corporation is in Bannock County, Idaho, at 821 E. Pine, Pocatello, Idaho; the resident agent at that address is Svann Breithaupt.

FOURTH: This corporation is organized for profit and the nature of its business is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Idaho.

FIFTH: This corporation is authorized to issue 150,000 shares of one class of common stock with a par value of .10 cents each.

SIXTH: The officers are as follows:

Svann Breithaupt, President 821 E. Pine Pocatello, ID 83201

Debbie Brewster, Vice President 195 Charles Place Pocatello, Idaho 83201

Diane Arnold, Treasurer 310 Rapid Creek Inkom, ID 83204

SEVENTH: The number of directors is (3).

EIGHTH: The initial Board of Directors and incorporators are as follows:

Svann Breithaupt 821 E. Pine Pocatello, ID 83201 Debbie Brewster 195 Charles Place Pocatello, ID 83201

Diane Arnold 310 Rapid Creek Inkom, ID 83204

IDAHO SECRETARY OF STATE

7/17/95 9:00:00 AM Customer # 48003 IVC960002808 16384 CORPORATION PROFIT

1 @ 100.00 = 100.00

The directors are to serve there term until a successor has become elected and qualify.

Svann Breithaupt

Incorporator

Debbie Brewster Incorporator

Diane Arnold Incorporator

Bernie Cook expère 8-1498 Bannack Caenty