

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ASKER'S SUNSET MART, INC.

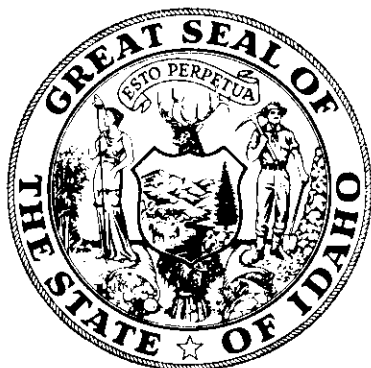
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ASKER'S SUNSET MART, INC.

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 9, 1983*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
ASKER'S SUNSET MART, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation is ASKER'S SUNSET MART, INC.

ARTICLE II
DURATION

The term of existence of this corporation shall be perpetual from the date of filing the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

ARTICLE III
PURPOSES

The purposes for which this corporation is organized are the transactions of any and all lawful business for which corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV
AUTHORIZED SHARES

The total authorized number of shares is ten thousand (10,000). Each share shall have a par value of One Dollar (\$1.00). The aggregate par value of the total authorized stock is Ten Thousand Dollars (\$10,000). Each share shall be common stock, there shall be no preferred stock and each share shall have one (1) vote.

ARTICLE V

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The address of the initial registered office of the corporation is 1107 21st Street, Lewiston, Idaho 83501. The name of the Initial Registered Agent of the Corporation, an individual resident in Idaho whose business office is located at 1107 21st Street, Lewiston, Idaho 83501, is Ronald Lee Asker.

ARTICLE VI

INCORPORATORS

Name and mailing address of the Incorporators and number of shares of stock subscribed to by them are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Ronald Lee Asker	1007 Sunset Court Lewiston, ID 83501	500
Patricia E. Asker	1007 Sunset Court Lewiston, ID 83501	500

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall consist of two (2) members. The names and address 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:

<u>Name</u>	<u>Address</u>
Ronald Lee Asker	1007 Sunset Court Lewiston, ID 83501
Patricia E. Asker	1007 Sunset Court Lewiston, ID 83501

ARTICLE VIII

UNISSUED STOCK

Any unissued shares herein authorized or hereafter increased or created, may be issued from time to time by the Corporation for any purpose by the Board of Directors of the

Corporation in such manner, amounts, and proportions and for such consideration as shall be determined from time to time by the Board of Directors and as may be permitted by law.

ARTICLE IX

PREEMPTIVE RIGHT

The registered holders of the shares of Capital Stock shall have only a preemptive right as set forth in this Article to purchase, at such respective equitable prices, terms, and conditions as shall be fixed by the Board of Directors, such of the shares of Capital Stock of the Corporation or securities convertible into or carrying options or warrants to purchase such shares of Capital Stock as may be issued for money from time to time, after the issue of the first one thousand (1,000) shares of Capital Stock that have never previously been issued. Such preemptive right shall apply to all shares issued after the first one thousand (1,000) shares, whether the additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation. No shares shall be issued for money to Directors, officers, or employees of the Corporation or to Directors, officers, or employees of any subsidiary corporation, as such, unless first offered to the holders of the Capital Stock in accordance with their preemptive right.

ARTICLE X

PROVISIONS FOR BYLAWS AND AMENDMENTS THEREOF

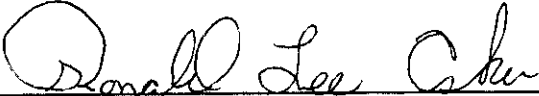
The initial Bylaws, which shall not be inconsistent with the provisions of the laws of the State of Idaho, or of the Certificate of Incorporation herein, shall be adopted by the Board of Directors. The Bylaws shall not be altered, amended or repealed, nor shall new Bylaws be adopted without the written consent or affirmative vote of the holders of seventy-five percent (75%) of the issued and outstanding shares of Capital Stock.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend the Articles of Incorporation in any manner now or hereafter permitted by the laws of the State of Idaho except no amendment shall be made without the written consent or affirmative vote of the holders of seventy-five percent (75%) of the issued and outstanding shares of Capital Stock.

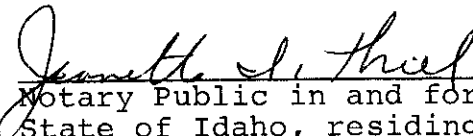
IN WITNESS WHEREOF, we the undersigned have executed these Articles of Incorporation this 22d day of April, 1983.


RONALD LEE ASKER


PATRICIA E. ASKER

STATE OF IDAHO)
 : ss
County of Nez Perce)

On this 22d day of April, 1983, before me, the undersigned Notary Public, personally appeared RONALD LEE ASKER and PATRICIA E. ASKER, husband and wife, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.


Notary Public in and for the
State of Idaho, residing at
Lewiston, therein