



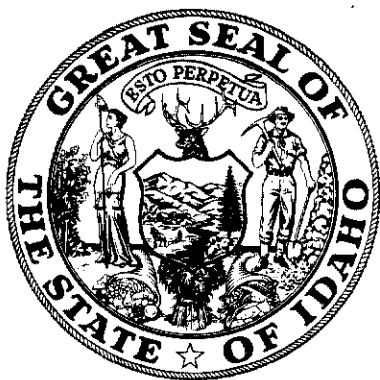
CERTIFICATE OF INCORPORATION
OF

GEE, WONG AND CLAYTON, 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: **February 9, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

[Signature]

ARTICLES OF INCORPORATION

OF

GEE, WONG AND CLAYTON, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for the purpose as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is:

GEE, WONG AND CLAYTON, INC.

ARTICLE II.

PURPOSES

The purpose and powers of the corporation shall be:

Section 1. To own, establish, conduct, lease and otherwise acquire and carry on the business of selling and dispensing beer, liquor, wines, soft drinks, bottled waters, juices, extracts and syrups, and for all other lawful alcoholic and nonalcoholic beverages; and for such purposes to acquire, hold, and own all necessary and required liquor and beer licenses for the sale of such beverages by the drink and for consumption upon the premises and for the sale of beer, wine, and nonalcoholic beverages for consumption both on and off the premises.

Section 2. To own, establish, conduct, lease and otherwise acquire and carry on the business of preparing and serving food and beverages for meals, banquets, parties and receptions of all kinds and nature, and to conduct a restaurant, cafe and catering business with the preparation, selling and dispensing of foods and beverages.

Section 3. In general to operate the business of a restaurant and cafe, a cocktail lounge, club and bar, for the

preparation and sale and dispensing of food and beverages and to do everything that is necessary, desirable or conducive to the accomplishment of such purposes.

Section 4. To transact any and all lawful business for which corporations may be incorporated within and under the Idaho Business Corporations Act.

Section 5. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.

Section 6. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 7. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business property and other real estate, automotive vehicles, fixtures, supplies, machinery and utensils, and all other personal property of fixtures, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary, convenient or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 8. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transactions.

Section 9. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed in limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III.

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.

PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this State is 410 "C" Street, Idaho Falls, Idaho 83401, the corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide.

The Post Office address of the registered offices shall be 410 "C" Street, Idaho Falls, Idaho 83401.

Section 2. The operation and business of this corporation shall be carried out in the City of Idaho Falls, Bonneville County, State of Idaho, and in such other counties in the State of Idaho and in other States of the United States as the Board of Directors may from time to time decide.

Section 3. The initial registered agent for the corporation shall be Sammy Wong, whose address is 410 "C" Street, Idaho Falls, Idaho 83401.

ARTICLE V.

CAPITAL STOCK

Section 1. This company is a stock company chartered under the laws of the State of Idaho.

Section 2. The amount of capital stock of this corporation shall be One Hundred Thousand Dollars (\$100,000.00) authorized capital to consist of Ten Thousand (10,000) shares of common capital stock of the par value of Ten Dollars (\$10.00) each.

ARTICLE VI.

MANAGEMENT

Section 1. The management of this corporation shall be vested in a Board of Directors. The Directors shall be

elected at the annual meeting of the Stockholders and the number of Directors to serve shall be elected and decided at the annual meeting of Stockholders as provided in the By Laws and in the manner and method therein provided.

Section 2. The number of Directors constituting the initial Board of Directors of the corporation shall be 3, who are to serve as Directors until the first annual meeting of Stockholders or until their successors shall have been elected and qualified and who are named as follows:

SAM D. WONG
304 "H" Street
Idaho Falls, Idaho 83401

FAY C. WONG
304 "H" Street
Idaho Falls, Idaho 83401

MARY MUSGRAVE
Bonneville Hotel Apartments
410 "C" Street
Idaho Falls, Idaho 83401

Section 3. The meeting of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation as the Directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the Directors shall be the act of the Board.

Section 4. No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting or the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

ARTICLE VII.

INCORPORATORS

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

SAM D. WONG
304 "H" Street
Idaho Falls, Idaho 83401

One Share

WALLY GEE
998 Shoup Avenue
Idaho Falls, Idaho 83401

One Share

R.I. CLAYTON, SR.
Box 2263
Idaho Falls, Idaho 83401

One Share

All of the subscribers to these Articles of Incorporation are natural persons.

ARTICLE VIII.

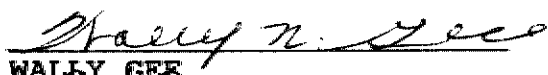
AMENDMENTS

The corporation may amend, alter, add to, change or repeal any provisions contained in these Articles of Incorporation in the manner provided by law.


IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 6TH day of February, 1987.



SAM D. WONG



WALLY GEE

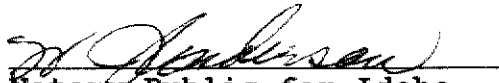


R.I. CLAYTON, SR.

STATE OF IDAHO)
)ss.
County of Bonneville)

On this 6TH day of February, 1987, before me, the undersigned, a Notary Public in and for the state of Idaho, personally appeared SAM D. WONG, WALLY GEE, and R.I. CLAYTON SR., known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation and acknowledged to me that they executed the same.

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


Notary Public for Idaho
Residing at Idaho Falls
My Comm. Exp: 11-24-92

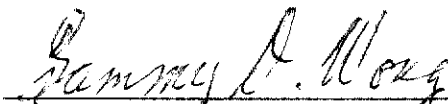
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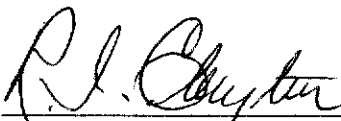
CONSENT TO NAME

The undersigned officers, and a majority of the Board of Directors of YEE, WONG & CLAYTON, INC., an Idaho Corporation, do hereby, for themselves and for the Corporation of YEE, WONG & CLAYTON, INC., consent to the filing of a new Corporation under the name of GEE, WONG & CLAYTON, INC., and do represent that neither of said Corporation will be advertising under their respective names.

DATED this 4th day of February, 1987.



SAMMY D. WONG
Director & Officer of YEE,
WONG & CLAYTON, INC.



R.I. CLAYTON, SR.
Director & Officer of YEE,
WONG & CLAYTON, INC.