

State of Idaho

Department of State

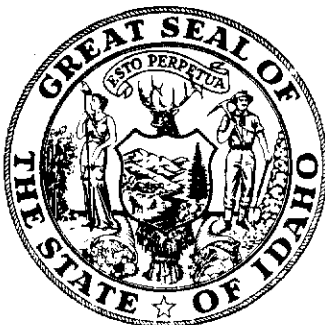
CERTIFICATE OF INCORPORATION OF

BANDUCCI'S, INC.
File number C 117214

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: November 22, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

BY *Debi Sonich*

Nov 22 11 34 AM '96

ARTICLES OF INCORPORATION OF SECRETARY OF STATE
STATE OF IDAHO

BANDUCCI'S, INC.

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

I.

The name of this Corporation shall be Banducci's, Inc..

II.

The period of existence and duration of the life of this corporation shall be *in perpetuity*.

III.

The address of the initial registered office of this corporation is 819 South Washington, Emmett, Gem County, Idaho 83617, and the name of the initial registered agent at such address is Tiffany Hardy.

IV.

The nature of the business and the object and purpose of this corporation shall be as follows:

(a) Owning, managing and operating an espresso bar and tanning salon, preparing and

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ARTICLES OF INCORPORATION: BANDUCCI'S, INC. - 1

serving coffee and espresso beverages, and in house renting and maintenance of tanning beds, and related services.

(b) The transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

That the total authorized number of par value shares of this corporation shall be Fifty Thousand (50,000), all of one class, each of a par value of One Dollar (\$1.00), which said shares shall be common stock and shall not be subject to assessment.

VI.

The name and the post office address of each incorporator is as follows:

1. N. Gene Alexander, Attorney at Law
2675 W. Main St., Ste. 4, Boise City, Idaho 83711.

VII.

The first Board of Directors shall consist of two directors, but during their term of office, or thereafter, the number of directors may be decreased or increased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than (1) nor more than seven (7).

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

1. Tiffany J. Hardy,
5424 Waterwheel Dr., Boise City, Ada County, Idaho 83702.
2. Joshua J. Banducci,
945 Pimlico Dr., Eagle, Ada County, Idaho 83616.

VIII.

All or any meeting of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

IX.

No shareholder of this corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of this corporation issued, optioned or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds or other securities convertible into or carrying options or warranties to purchase stock of this corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale and sold or disposed of by this corporation pursuant to a resolution of its Board

of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholder.

IN WITNESS WHEREOF, I have signed triplicate originals of these Articles of Incorporation this 22 day of November, 1996

John Alexander

STATE OF IDAHO,)
) ss.
COUNTY OF ADA,)

On this 22 day of November, 1996 before me the undersigned, a Notary Public in and for the State of Idaho, personally appeared W. Gene Alexander known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 22 day of November, 1996.

Debra J. Hargis
Notary Public for Idaho
Residing at: Boise
My Commission Expires: 11-13-97