

**CERTIFICATE OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAUGHING DOG BREWING INC.**

FILED EFFECTIVE

2006 NOV -1 PM 3:18

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, Michelle L. Douglas and Melvin F. Colby, hereby certify that:

1. They are the President and Treasurer of Laughing Dog Brewing Inc., an Idaho corporation.
2. The Articles of Incorporation of this corporation were originally filed with the Secretary of State of Idaho on December 30, 2004.
3. The Amended and Restated Articles of Incorporation of the corporation set forth below have been adopted, approved and recommended for shareholder approval by the Board of Directors and duly approved by the unanimous consent of the shareholders in accordance with Sections 30-1-1001 through 30-1-1007 of the Idaho Business Corporation Act (the "Act").
4. The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and consolidate all previous amendments, if any, to the original Articles of Incorporation.
5. The Articles of Incorporation of this corporation, as amended and restated, shall at the effective time of these Amended and Restated Articles of Incorporation, read in their entirety as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAUGHING DOG BREWING INC.**

ARTICLE I

The name of the corporation is Laughing Dog Brewing Inc. (the "Corporation").

ARTICLE II

The Corporation is authorized to issue a total of 2,250,000 shares of common stock. Upon the effective amendment of this Article each single outstanding share of common stock is split and converted into two thousand (2,000) shares.

IDAHO SECRETARY OF STATE
11/01/2006 05:00
CK: 955257 CT: 172099 BH: 1003392
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ARTICLE III

The street address of the registered office of the Corporation is 55 Emerald Industrial Park Road, Ponderay, Idaho 83852 and the registered agent at such address is Melvin F. Colby.

ARTICLE IV

To the fullest extent permitted under sections 30-1-202, 30-1-831 and 30-1-842 of the Act, as it exists on the date hereof or may hereafter be amended, a director or officer of this corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director or officer, except liability for:

- (a) The amount of a financial benefit received by the director or officer to which he or she is not entitled,
- (b) An intentional infliction of harm on the Corporation or the shareholders,
- (c) A violation of section 30-1-833 of the Act, or
- (d) An intentional violation of criminal law.

If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent not prohibited by the Act, as so amended. The provisions of this Article shall be deemed to be a contract with each director or officer of the Corporation who serves as such at any time while such provisions are in effect, and each such director or officer shall be deemed to be serving as such in reliance on the provisions of this Article. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

ARTICLE V

5.1 Right to Indemnification

To the fullest extent permitted under sections 30-1-202 and 30-1-850 through 30-1-859 of the Act, each person who was, is or is threatened to be made a named party to or is otherwise involved (including, without limitation, as a witness) in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation (hereinafter an "indemnatee"), shall be indemnified and held harmless by the Corporation against all expense, liability and loss (including counsel fees, judgments, fines, taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such indemnatee in connection therewith, and such indemnification shall continue as to any indemnatee who has ceased to be a director or officer and shall inure to the benefit of the indemnatee's heirs executors and administrators. Except as provided in subsection 5.4 of this Article with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnatee in connection with a proceeding (or part thereof) initiated by such indemnatee only if the proceeding (or part thereof) was authorized or ratified by the Board. The right to indemnification conferred in this Article shall be a contract right.

5.2 Restrictions on Indemnification

No indemnification shall be provided to any such indemnitee for acts or omissions of the indemnitee finally adjudged to be the receipt of a financial benefit received by a director or officer to which such director or officer is not entitled, an intentional infliction of harm on the corporation or the shareholders, a violation of section 30-1-833 of the Act, or an intentional violation of criminal law, except that if section 30-1-833 or any successor provision of the Act is hereafter amended, the restrictions on indemnification set forth in this subsection 5.2 shall be as set forth in such amended statutory provision.

5.3 Advancement of Expenses

The right to indemnification conferred in this Article shall include the right to be paid by the Corporation for all expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an "advancement of expenses"). An advancement of expenses shall be made upon delivery to the Corporation of any undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this subsection 5.3.

5.4 Right of Indemnitee to Bring Suit

If a claim under subsection 5.1 or 5.2 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in such suit for the advancement of expenses pursuant to the terms of any undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. The indemnitee shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the required undertaking has been tendered to the Corporation) and thereafter the Corporation shall have the burden of proof to overcome the presumption that the indemnitee is so entitled.

5.5 Nonexclusivity of Rights

The right to indemnification and the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Corporation, general or specific action of the Board, contract or otherwise.

5.6 Insurance, Contracts and Funding

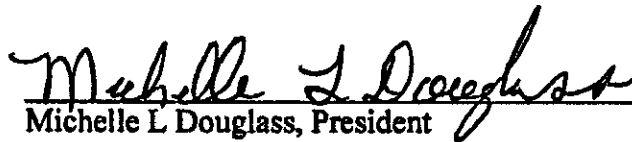
The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under Title 30 of the Act. The Corporation may enter into contracts with any

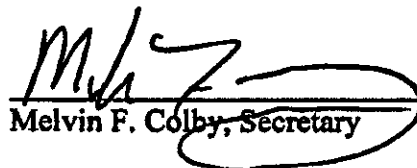
director, officer, employee or agent of the Corporation in furtherance of the provisions of this Article.

5.7 Indemnification of Employees and Agents of the Corporation

The Corporation may, by action of the Board, grant rights to indemnification and advancement of expenses to employees and agents or any class or group of employees and agents of the Corporation (a) within the same scope and effect as the provisions of this Article with respect to indemnification and advancement of expenses of directors and officers of the corporation; (b) pursuant to rights granted pursuant to, or provided by, Title 30 of the Act; or (c) as are otherwise consistent with law.

Dated: November 1, 2006


Michelle L Douglass, President


Melvin F. Colby, Secretary