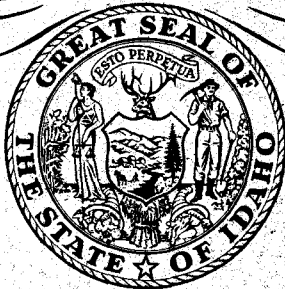


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

VILLA CAPRI, INC.

was filed in the office of the Secretary of State on the **Fourth** day of **October** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ **will be** duly recorded on ~~microfilm~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **4th** day of **October**,

A.D., 19**65**

Secretary of State.

IN THE OFFICE OF THE SECRETARY OF STATE
STATE OF IDAHO

* * * * *

In the Matter of the)	
Incorporation of)	
VILLA CAPRI, INC.,)	<u>ARTICLES OF INCORPORATION</u>
A domestic Idaho)	
corporation)	

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned persons, all being of full age and all of whom are citizens of the United States of America, do hereby associate ourselves together for the purpose of forming a general business corporation under the laws and statutes of the State of Idaho, and in compliance with Title 30, Idaho Code, do hereby certify as follows:

ARTICLE FIRST

NAME:

The name of this corporation is and shall be:
VILLA CAPRI, INC.

ARTICLE SECOND

PURPOSES:

The purposes of this corporation shall specifically be to own, operate and manage a retail business, or businesses throughout the State of Idaho, or any place in the United States wherein liquid refreshments, including alcoholic beverages, including both beer, wine and intoxicating

liquors, will be served, sold and dispensed to the general public, and to prepare, serve and sell foods.

That although the above are the specific purposes for which this corporation shall have been formed, this corporation shall have full power and authority to buy, sell, deal in and engage in the sale of any and all types and kinds of real or personal property and to carry on any kind of business or business activity which a natural person could or might do, except such specific businesses which are prohibited from being carried on by a corporation under the laws and statutes of the State of Idaho.

That in order to accomplish its objects and purposes, this corporation shall have full power and authority to buy and sell any and all kinds of real or personal property and facilities and to borrow money and to mortgage, pledge or hypothicate any and all of its real or personal property as security for the repayment of any such loans. This corporation shall have authority to issue its own debentures to finance its activities in addition to the power to borrow money.

ARTICLE THIRD

DURATION:

The duration of this corporation shall be perpetual, but nothing herein contained shall prevent a sooner winding up of the business of said corporation by voluntary act as provided for under the laws and statutes of the State of Idaho relating to general business corporations.

ARTICLE FOURTH

LOCATION AND POST OFFICE ADDRESS:

The location and post office address of the registered office of this corporation in the State of Idaho shall be as follows:

1701 Broadway, Boise City, Ada County, State of Idaho.

ARTICLE FIFTH

DESCRIPTION OF SHARES:

This corporation shall have two classes of shares which shall be known, designated and denominated as "Non-par Common Voting Shares," and "Non-par Preferred Shares." The total authorized number of such shares shall be thirty "Non-par common voting shares", and fifteen "Non-par Preferred Shares."

The "Non-par Common Voting Shares" shall have the sole and only voting power in the corporation.

The "Non-par Preferred Shares" shall have no voting power, but shall be preferred shares as to all dividend distribution.

ARTICLE SIXTH

NAMES AND ADDRESSES OF INCORPORATORS:

The names and addresses of each of the incorporators, together with a statement of the number of shares subscribed for by each shall be as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
John Joseph Simeone	2715 N. 31st. Boise, Idaho	15 Non-par common voting shares
Donald Kelly	1809 Penniger Circle Boise, Idaho	15 Non-par Common voting shares
John Hjellum II	8118 Wesley Drive Boise, Idaho	1 Non-par Preferred Share

ARTICLE SEVENTH

DECLARATION AS CLOSED CORPORATION:

That in executing these Articles of Incorporation, the incorporators do certify and declare and agree with each other that this corporation shall, and does hereby elect, to become and be a small business corporation for income tax purposes and further agree among themselves that all of the "Non-par Common Voting Shares" of this corporation is herewith subscribed for and, when issued, no share held by any shareholder may be transferred except to another shareholder unless by the written consent of all shareholders.

ARTICLE EIGHTH

MANAGEMENT OF CORPORATION:

The management of this corporation shall be vested in a Board of not less than three (3) directors, who shall be elected by the stockholders at the annual meeting of the stockholders. The number of members upon the Board may be expanded or diminished from time to time by a two-thirds vote of the directors at any regular or special meeting called for that purpose.

The Board of Directors shall convene at least once a year immediately following their election to office, but may from time to time assemble for special meetings, either with or without notice, either with or without notice, either within or without the State of Idaho, as often as said Board of Directors may be called into session by the President of said corporation.

Nothing in these Articles of Incorporation shall require any director or officer to be a stockholder in said corporation.

At all meetings of the Board of Directors a majority vote shall be required to pass any official act of the corporation, except wherein a different requirement is imposed by the statutes of the State of Idaho. At the first annual meeting of the Board of Directors, said directors shall elect officers of said corporation. The officers of this corporation shall be as follows: President, Vice-President, and Secretary-Treasurer, but nothing herein contained shall prevent the Board itself to divide the office of Secretary-Treasurer into two offices, and/or to create additional offices of the corporation.

ARTICLE NINTH

TEMPORARY OFFICERS AND DIRECTORS:

Until the first annual meeting of the corporation, the officers and directors of this corporation shall be as follows:

John Joseph Simeone	President and Director
John Hjellum II	Vice-President and Director
Donald Kelly	Secretary-Treasurer and Director

ARTICLE TENTH

ANNUAL MEETING OF STOCKHOLDERS:

The annual meeting of the stockholders of this corporation shall be held on the second Monday in January of each

year, commencing with the year 1965; provided, however, that in the event the second Monday of January of any year shall fall upon any legal holiday, then said annual meeting of said stockholders shall be held on the next business day.

At each annual meeting of the stockholders, such stockholders, in addition to any other business to be transacted at such meeting, shall elect directors to serve for the ensuing year; provided, however, that nothing herein contained shall prevent the stockholders or directors to increase or decrease the number of directors, as provided in the By-laws or the laws and statutes of the State of Idaho.

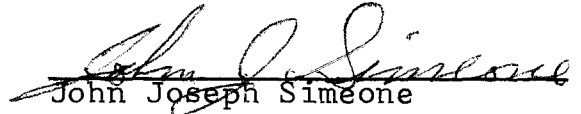
ARTICLE ELEVENTH

BY-LAWS:

Within thirty (30) days next following the filing of these Articles of Incorporation, the stockholders and directors shall adopt a code of By-Laws for its government, which shall not be inconsistent with the laws for its government, which shall not be inconsistent with the laws and statutes of the State of Idaho.

The By-Laws of this corporation may be amended or repealed, or any By-Law may be adopted at any annual or special meeting of the stockholders or any regular or special meeting of the directors; provided, however, that such call for such meeting to adopt, repeal or to amend the By-Laws states such purpose. The amendment of By-Laws may be by a majority vote.

IN WITNESS WHEREOF, We have hereunto set our hands and seals and caused these Articles of Incorporation to be executed in triplicate this 4th day of October, 1965.


John Joseph Simeone

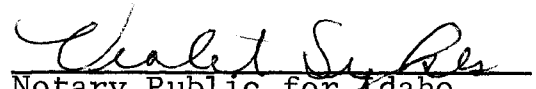

John Hjellum II


Donald Kelly

STATE OF IDAHO)
 (ss
County of Ada)

This is to certify that on the 4th day of October, 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared John Joseph Simeone, John Hjellum II and Donald Kelly, each known to me to be the persons whose names are subscribed to the within instrument, and before me and in my presence they acknowledged to me that they executed the same.

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


Notary Public for Idaho
Residing at Boise, Idaho