

CERTIFICATE OF INCORPORATION  
OF

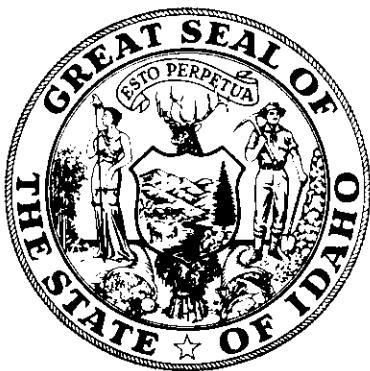
STARDUST LOUNGE, INC.

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 \_\_\_\_\_  
STARDUST LOUNGE, 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 21, 1982



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF

STARDUST LOUNGE, INC.

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SECRETARY OF  
STATE

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

ARTICLE 1.

The name of the corporation is STARDUST LOUNGE, INC.

ARTICLE 2.

The period of its duration is perpetual.

ARTICLE 3.

The purpose for which the corporation is organized is the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act, including without limitation the sale of alcoholic beverages.

ARTICLE 4.

The aggregate number of shares which the corporation shall have authority to issue is 25,000 with a par value of \$1.00 per share.

ARTICLE 5.

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

ARTICLE 6.

Except as expressly authorized by resolution duly adopted by the corporation's shareholders, neither the directors nor the officers of the corporation shall have any power or authority to act on behalf of the corporation. Without limiting the foregoing, neither the directors nor the officers of the corporation shall have any power to borrow money or to transfer licenses or other property of the corporation, unless the prior approval of the corporation's shareholders is first obtained.

ARTICLE 7.

The location of the initial registered office of the corporation is 680 Lindsay Boulevard, Idaho Falls, Idaho 83401, and the name of its initial registered agent at such address is Everett G. Jordan.

ARTICLE 8.

The number of directors constituting the initial board of directors is one (1), and the name and address of the person who is to serve until the first annual meeting of the shareholders and until his successor is elected and qualified (unless he resigns or is removed) is:

<u>NAME</u>	<u>ADDRESS</u>
Everett G. Jordan	Post Office Box 429 Idaho Falls, Idaho 83401

ARTICLE 9.

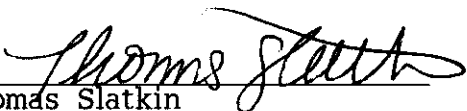

The name and address of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Slatkin	<u>9641 Sunset Boulevard</u> <u>Beverly Hills, Calif. 90210</u>
Edward Slatkin	<u>9641 Sunset Boulevard</u> <u>Beverly Hills, Calif. 90210</u>

ARTICLE 10.

The power to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws is reserved to the shareholders.

20th IN WITNESS WHEREOF, We have hereunto set our hands and seals this day of May, 1982.

  
Thomas Slatkin  
  
Edward Slatkin