



CERTIFICATE OF INCORPORATION
OF

WINSFORD ENTERPRISES, INC.

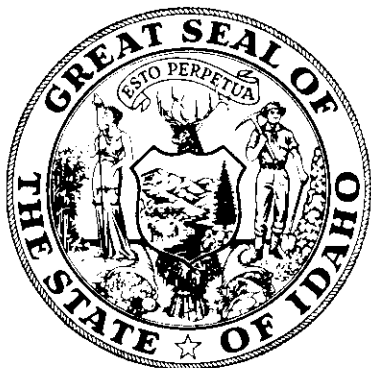
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

WINSFORD ENTERPRISES, 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: **August 24, 1983**



SECRETARY OF STATE

by: _____

AUG 24 2 44 AM '83

ARTICLES OF INCORPORATION
OF
WINSFORD ENTERPRISES, INC.

WE, THE UNDERSIGNED, Being one or more natural persons of full age, who are citizens of the United States of America, have this day voluntarily associated ourselves for the purpose of forming a private corporation under the laws of the State of Idaho and, to that end, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of the corporation is WINSFORD ENTERPRISES, INC.

ARTICLE II

The purposes and objects for which the corporation is formed are:

A. To engage in, operate, conduct, manage, maintain and carry on a business for the purpose of dispensing of alcoholic beverages and food, operating as a bar and restaurant, cafe and tavern or nightclub business; to buy, sell, lease or otherwise dispose of and to operate, conduct, furnish, equip and manage restaurants, inns, eating houses, taverns, bars, lounges, cafes or places of entertainment and, generally, to do and perform everything necessary for carrying out of the aforesaid purposes; to buy or otherwise acquire, manufacture, market, prepare for market, sell, deal in and deal with, import and export food and food products of every class and description, whether fresh, canned, preserved or otherwise; to prepare and serve all food, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds; and to buy, lease or otherwise acquire pool tables, pinball machines and games of entertainment of all kinds and nature.

B. To conduct business in this state, other states, District of Columbia, territories and colonies of the United

States and in foreign countries and to have one or more offices and places of business out of this state; and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate within or without the State of Idaho.

C. To buy, sell, lease or otherwise acquire or dispose of liquor licenses, beer licenses and wine licenses necessary to carry on the purposes of the corporation.

D. To have, exercise and enjoy all of the powers now or hereafter granted to corporations under the laws of the State of Idaho and, particularly, all the powers and privileges granted to corporations by Chapter 1, Title 30, Idaho Code, and any present and/or future amendments thereto; and to do any act or thing necessary or convenient for the transaction of the business of the corporation and/or carrying into effect any and all of the objects and purposes of this corporation.

E. All of the foregoing provisions of this Article are to be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of Idaho now or hereafter existing, that at the time may not lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited to or restricted by reference to or inference from the terms of any other clause or paragraph of this Article or any other provisions of these Articles of Incorporation; and it is the intention that the purposes, objects and powers specified in

these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The location of the registered office of the corporation and the Post Office address of the corporation shall be in the City of Idaho Falls, County of Bonneville, State of Idaho, at 185 South Capital Avenue, P.O. Box 621; and the registered agents are COX AND OHMAN, CHARTERED, Attorneys at Law.

ARTICLE V

The stock of the corporation shall be entitled capital stock having both voting rights and rights of ownership on equal basis per share. The amount of the authorized capital stock of this corporation shall be *as per Cox & Ohman* 1000 shares of no par value. Before any of the capital stock of this corporation may be sold or transferred by any of its members or shareholders, the corporation itself must be given a thirty-day (30) written option to repurchase the stock; provided, however, that should the corporation desire not to repurchase any stock to be sold or transferred, the remaining shareholders of the corporation shall be given a thirty-day (30) written option to purchase said stock after receiving notice, in writing, that the corporation will not repurchase said stock itself. The capital stock of this corporation may be exchanged by the corporation through the Board of Directors for stock in other corporations.

ARTICLE VI

The amount of the capital stock which has been subscribed and paid for is the sum of two (2) shares, and following are the names of the persons, their addresses and number of shares by whom the same have been subscribed, to wit:

NAME	ADDRESS	SHARES
John G. Kearney	2624 Hamilton Boulevard South Plainfield, New Jersey 07080	1
Harry F. Ludwig	3405 Taylor View Lane Idaho Falls, Idaho 83401	1

The capital stock of the corporation shall not be assessable except as agreed by a two-thirds majority of all of the outstanding shares of the corporation.

ARTICLE VII

That the management of this corporation shall be vested in a Board of not less than one (1) nor more than five (5) directors, as may be fixed by the Bylaws. The directors shall be elected at the annual meeting of the stockholders to be held at the general office of this corporation in the City of Idaho Falls, County of Bonneville, State of Idaho, on the second Monday of the first month after the close of the taxable year of each year, at a time to be determined by the Bylaws or at such other time and place as the directors may so designate. That until the first meeting of the officers, directors and stockholders of the corporation, the officers and directors of the corporation shall be the said John G. Kearney as President, Treasurer and Director, and Harry F. Ludwig as Vice-President, Secretary and Director.

ARTICLE VIII

The initial Bylaws of the corporation shall be adopted by its Board of Directors; and the power to repeal and amend Bylaws and adopt new Bylaws is hereby conferred upon the directors as well as the shareholders, to be exercised by such vote of such directors or of the allotted shares, as the case may be, not less, however, than a majority thereof as may be fixed in the Bylaws.

ARTICLE IX

All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of

Idaho, upon notice, in writing, from the Board of Directors or as may be authorized by Chapter 1, Title 30, Idaho Code, or by the Bylaws of the corporation.

ARTICLE X

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such 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, or any firm of which said directors may be a member may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided, that the fact that he or such firm is so interested shall be disclosed or shall have been disclosed to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum of a meeting of the Board of Directors of the corporation which shall authorize such contract or transaction and may vote thereat to authorize such contract or transaction, with a like force and effect as if he or she were not such director or officer of such other corporation or so interested.

IN WITNESS WHEREOF, We have hereunto set out hands and seals this 12 day of August, 1983.



JOHN G. KEARNEY


HARRY F. LUDWIG

STATE OF NEW JERSEY)
)
County of Middlesex)

On this 12 day of August, 1983, before me, the under-
signed, a Notary Public in and for the State of New Jersey,
personally appeared JOHN G. KEARNEY, known to me to be the
person who executed the foregoing ARTICLES OF INCORPORATION,
and who acknowledged to me that he had read the same, under-
stood the contents thereof and the legal effect thereof and
that he had executed the same of his own free will and
choice.


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


NOTARY PUBLIC FOR NEW JERSEY
Residing at: Edison, N.J.
My commission expires: 6/25/84

STATE OF IDAHO)
)
County of Bonneville)

On this 17 day of August, 1983, before me, the under-
signed, a Notary Public in and for the State of Idaho, per-
sonally appeared HARRY F. LUDWIG, known to me to be the
person who executed the foregoing ARTICLES OF INCORPORATION,
and who acknowledged to me that he had read the same, under-
stands the contents thereof and the legal effect thereof and
that he had executed the same of his own free will and
choice.

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


NOTARY PUBLIC FOR IDAHO
Residing at Idaho Falls
My commission expires: 07/01/84