

FILED EFFECTIVE

2003 SEP -2 PM 2:09

CLERK OF DISTRICT CLERK
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

GSV, Inc.

I, the Undersigned natural person of the age of eighteen years or more, acting as Incorporator of a Corporation under the Idaho Business Corporation Act, Section 30-1-202 adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the corporation is GSV, Inc.

ARTICLE II

OFFICE AND AGENT

The address of this corporation's initial registered office, and the name of its original registered agent at such address is:

Gordon Brewster
101 North State Street
Preston, Idaho 83263

ARTICLE III

PURPOSES

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under this Act, including but not limited to:

a. To engage in the business including but not limited to conducting and operating a restaurant business, and advertising and marketing the restaurant and enter into any other lawful arrangement for sharing profits, union of interest, reciprocal

IDAHO SECRETARY OF STATE
09/02/2003 05:00
CK: 2119 CT: 172696 BN: 699525
1 @ 100.00 = 100.00 CORP # 2

C 158679

association or cooperative association of any corporation, association, partnership, individual or other legal entity for the carrying on of any business.

b. Acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including, without limitations, any shares of stocks, bonds, debentures, notes mortgages or other obligations and any certificates, receipts or other instruments representing rights or interests therein or other property or assets created or issued by any person, firm, association or corporation, or any government or subdivision, agencies or instrumentality's thereof; to make payment therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities any and all rights, powers and privileges in respect thereof.

c. Do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this Corporation and to do said acts as fully and to the same extent as natural persons might or could do in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Idaho and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV

STOCK

The corporation is authorized to issue 50,000 shares of common stock of one class with nominal or par value. Shares with nominal or par value may be issued by the corporation from time to time for such considerations as may be fixed from time to time by the Board of Directors.

ARTICLE V

DIRECTORS

The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this corporation, providing that the number of directors shall not be reduced to less than one (1). The name(s) and post address(es) of the first Board of Directors shall be one (1) in number and is:

President/Director
Gordon Brewster
101 North State Street
Preston, Idaho 83263

ARTICLE VI

INCORPORATOR

The name and post office address of the incorporator signing the Articles of Incorporation is:

Gordon Brewster
101 North State Street
Preston, Idaho 83263

ARTICLE VII

DURATION

The duration of this corporation is "perpetual."

ARTICLE VIII

INDEMNIFICATION

No director or officer of the corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officers provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts of omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only, and shall not adversely effect any limitation on the personal liability of a director or officer of the corporation for acts or omission prior to such repeal or modification.

ARTICLE IX

COMMON DIRECTORS

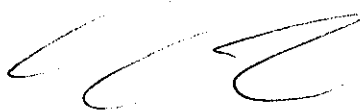
TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable, (a) because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the

shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes, approves or ratifies such contract or transaction.


IN WITNESS WHEREOF, the Undersigned has executed these Articles of Incorporation this 9 day of August, 2003.



Gordon Brewster

STATE OF UTAH)
)SS
COUNTY OF CACHE)

I, Cherice Moser, a notary public, do hereby certify that on this 8 day of August 2003, personally appeared before me Gordon Brewster, who, being by me first duly sworn, declared that said person, is the Incorporator of GSV, Inc. and that said instrument was signed in behalf of said corporation by authority of its bylaws, and said person acknowledge to me that said corporation executed the same.

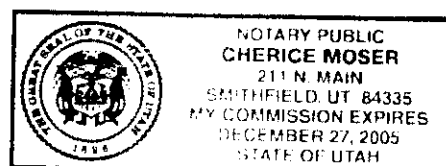


Notary Public

Residing at: Cache County


My commission expires:

12-27-2005



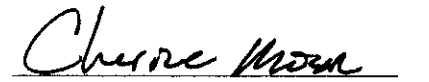
I hereby acknowledge acceptance as Registered Agent for GSV, Inc.

REGISTERED AGENT:


Gordon Brewster

STATE OF UTAH)
 :SS
COUNTY OF CACHE)

On the 2 day of August A.D. 2003, personally appeared before me Gordon Brewster, the signer of the foregoing acceptance as registered agent of GSV, Inc., who duly acknowledged to me that he executed the same.


Notary Public
Residing at: Cache County

My Commission expires:

12-27-2005

