

ARTICLES OF INCORPORATION
OF
A & H ESPRESSO TITLE LOANS., INC.

2005 NOV 16 PM 12:46
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL PERSONS BY THESE PRESENTS: That we, the undersigned,

BILLY J. HENDERSON
DEAN S. ANDREWS

who are of legal age and citizens of the Untied States, have this day associated ourselves and do hereby and by these Articles of Incorporation, unite and associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho and we hereby acknowledge, enter into and adopt the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be:

A & H ESPRESSO TITLE LOANS, INC.

ARTICLE II

The location of the registered office of the Corporation in the State of Idaho shall be:

4000 W. Riverbend
Post Falls, ID 83854

The registered agent at the registered office of this Corporation is:

BILLY J. HENDERSON

ARTICLE III

The period of the duration of this Corporation shall be perpetual.

ARTICLE IV

The purposes and objects of the Corporation are as follows:

The transaction of any or all lawful business for which corporations may be

IDAHO SECRETARY OF STATE
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incorporated under the Idaho Business Corporation Act.

ARTICLE V

The total stock of this Corporation consists of ONE HUNDRED (100) shares of common stock with no par value and there shall be only one class of shares of this corporation.

ARTICLE VI

The Corporation shall constitute and be a body incorporated under the laws of the State of Idaho, with the rights, privileges, powers and immunities which now are or may here-after be secured by law to corporations, and shall be subject to all the obligations and liabilities imposed by law upon corporations.

The Corporation shall have the following additional powers:

- (1) To do and act in all things as a natural person;
- (2) To issue common stock with full and equal voting rights, and other classes of stock with such other rights, privileges, conditions, restrictions and limitations as may be determined by resolution of the stockholders as provided by law;
- (3) To acquire and hold patents, trademarks and trade names;
- (4) To acquire and assume all or any part of a business, including assets and liabilities that may be a part thereof, of an individual, partnership, trust, corporation, or other business association, as any of the purposes and objects hereinbefore set forth in Article IV may require, and to pay for the same in cash or property, stock, bonds, or other securities of the Corporation;
- (5) To guarantee the obligations of individuals, partnerships, trusts and other corporations or business associations and to offer any of its assets as security to guarantee such obligations whether or not in furtherance of the objects, purposes, business or other activities of the Corporation or for its benefit;
- (6) To impose, under its By-Laws, reasonable and lawful restraints upon the alienation of its capital stock;
- (7) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or for the attainment of any one or more of the objects hereinbefore set forth in Article IV, or which shall at any time appear to be conducive or expedient for the protection or benefit of the Corporation.

ARTICLE VII

The business and affairs of the Corporation shall be managed by a Board of Directors of one or more directors, the number of such directors shall be fixed as provided by the By-Laws of the Corporation; the names, together with the respective street or mailing addresses of the initial directors of the Corporation, who shall serve until their successors are elected and qualified in the manner to be provided by the By-Laws of the Corporation, are as follows:

BILLY J. HENDERSON	2907 E. 61st Court Spokane, WA 99223
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DEAN S. ANDREWS	P.O. Box 1087 Otis Orchards, WA 99027
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ARTICLE VIII

The principal officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and the names, together with the respective street or mailing addresses of the persons who shall serve in such offices until their successors are elected and qualified in the manner to be provided by By-Laws of the Corporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
BILLY J. HENDERSON	President	2907 E. 61st Court Spokane, WA 99223
DEAN S. ANDREWS	Secretary	P.O. Box 1087 Otis Orchards, WA 99027

Preemptive right of existing officers:

(1) In the event of one of the officers wanting to sell his percent of the Corporation, he will be entitled to one half the assets of the Corporation and one half of fair market value of the business if marketable at the time.

(2) In the event of loss of life or incapacitation of one of the stockholders, his heirs would be entitled to one half of the assets of the Corporation only. The remaining officer would retain the rights to the business and would only be liable to the heirs for one half assets within the Corporation.

ARTICLE IX

Preemptive right of existing stockholders:

- (1) If the Corporation, through its stockholders, authorizes the issue, by sale or exchange of its capital stock for money or other consideration, each existing stockholder shall have a prior right to purchase on equal terms, a proportionate share of the stock to be issued; provided, that this section shall not limit the right of the Corporation acting through the Board of Directors to declare a stock dividend as provided by law.
- (2) The phrase "existing stockholder" describes a stockholder holding one or more shares of the common stock of the Corporation registered in his name in the stock journal of the Corporation at the time the stockholders authorized an issue of stock.
- (3) An existing stockholder's proportionate share shall be determined by the ratio that his shares bear to the total shares issued and outstanding. The total shares issued and outstanding shall not include treasury stock. The number of shares held by an existing stockholder and the total of shares issued and outstanding shall be determined as of the time the stockholders authorize the issue of stock.
- (4) Upon the authorization of an issue of capital stock the Secretary shall mail to each existing stockholder by ordinary mail, postage prepaid, a notice which shall set forth:
 - (i) The total amount of stock to be issued;
 - (ii) The price per share of the stock to be issued; and;
 - (iii) Each existing stockholder's proportionate share and the number of shares to be issued to which each may subscribe.
- (5) The preemptive rights of existing stockholders shall be exercised not later than two months after the Corporation has authorized such an issue of its capital stock.
- (6) The Corporation, through its stockholders, by resolution of a majority of the stockholders voting, may respect to such preemptive rights of existing stockholders, require that the existing stockholders exercise their preemptive rights by purchasing whole, not fractional, shares of stock.

ARTICLE X

Restriction on the alienation of stock:

- (1) Except as otherwise provided, a stockholder who desires to sell his share of stock must first offer them for sale to the Corporation, it being the intention hereof to give it a preference in the purchase of them, and any attempted sale in violation of this section is null and void.
 - (2) A stockholder desiring to sell his stock to any person other than the Corporation shall file notice in writing of his intention with the Secretary of the Corporation, stating the identify of the proposed purchase and the terms of the sale. Unless his terms are accepted by the Corporation within 45 days thereafter, the Corporation shall be deemed to have waived its privilege of purchasing and he shall be at liberty to sell to the named purchaser upon the same terms of sale.
 - (3) If the Corporation accepts the offer of sale as to part or all of the offered shares, it shall be entitled to purchase as many shares as it shall have accepted and the stockholder shall be at liberty to sell the remaining shares to the named purchaser upon the same terms of sale.
 - (4) In no event shall a stockholder transfer less than all of his stock to any transferee, except as permitted by the Corporation.
 - (5) Notwithstanding the foregoing provisions of this paragraph, any limited stockholder may:
 - (i) Transfer or dispose of his interest herein by Will or intestacy to a member of his immediate family.
 - (ii) Transfer or dispose of his interest herein by gift to a member of his immediate family or trustee for said family member.
- For purposes of this paragraph, immediate family is defined as spouse, child, parent, sibling, or in-law.

ARTICLE XI

- (1) The directors of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages arising from breach of fiduciary duty as a director, except this limitation on liability shall not apply to:
 - (i) any breach of the director's duty of loyalty;
 - (ii) any act or omission not in good faith or which involves intentional

misconduct or a knowing violation of law;

- (iii) liability provided for under Idaho Code Section 30-1-48; or
- (iv) any transaction from which the directors derive an improper personal benefit.


This limitation on liability shall not apply to any act or omission occurring before the effective date of this Article. If the Idaho Code is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Code, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(2) The Corporation has the power to indemnify and to purchase and maintain insurance for its directors, officers, trustees, employees, and other persons and agents.

(3) Shareholders of this Corporation are expressly and exclusively authorized to make, alter, and repeal the Articles and/or By-Laws of this Corporation. The vote of the shareholders to change such Articles and/or By-Laws shall require an approval of sixty-six and two-thirds percent (66-2/3%) of the outstanding shares entitled to vote.

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 15 day of November 2005.


BILLY J. HENDERSON

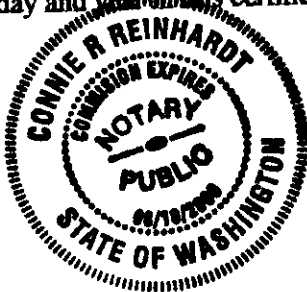

DEAN S. ANDREWS

STATE OF IDAHO)
) ss.
County of Kootenai)

on this 15 day of Nov, 2005, before me the undersigned Notary

Public, personally appeared BILLY J. HENDERSON, known to me to be the person
whose name is subscribed to the foregoing instrument and acknowledged to me that they
executed the same.

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



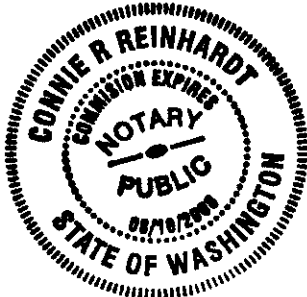
Connie R. Reinhardt
NOTARY PUBLIC FOR ~~IDAHO~~ Washington CR
RESIDING AT: Rockford
MY COMMISSION EXPIRES: 8/19/2008

STATE OF IDAHO)
) ss.
County of Kootenai)

on this 15 day of Nov, 2005, before me the undersigned Notary

Public, personally appeared DEAN S. ANDREWS, known to me to be the person whose
name is subscribed to the foregoing instrument and acknowledged to me that they
executed the same.

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



Connie R. Reinhardt
NOTARY PUBLIC FOR ~~IDAHO~~ Washington CR
RESIDING AT: Rockford
MY COMMISSION EXPIRES: 8/19/2008