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State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of NORTHERN BEVERAGE, INC., an Idaho corporation, into COEUR D'ALENE BEVERAGE, INC., an Idaho corporation, duly signed and verified 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 merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: June 9, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Andy J. Clark*

ARTICLES OF MERGER

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Pursuant to Idaho Code 30-1-74, COEUR D'ALENE BEVERAGE, INC., a corporation organized and existing under the laws of the State of Idaho, having its principal office at 801 NOMORE, Post Falls, Kootenai County, State of Idaho, and NORTHERN BEVERAGE, INC., a corporation organized and existing under the laws of the State of Idaho, having its principal office at 7448 Aqua Circle, Coeur d'Alene, Kootenai County, State of Idaho, the undersigned adopt these Articles of Merger.

SECTION ONE
PLAN OF MERGER

The Boards of Directors have for the mutual benefit of their respective corporations, adopted the following terms and conditions of the merger and the following methods and procedures for the conversion of stock and merge of corporation.

SECTION TWO
CORPORATE STOCK

The total number of shares of stock which COEUR D'ALENE BEVERAGE, INC., is authorized to issue is 100,000 shares with no par value. The total number of shares of stock which NORTHERN BEVERAGE, INC., is authorized to issue is 100,000 at a par value of One Dollar (\$1.00). COEUR D'ALENE BEVERAGE, INC., has issued 10,000 shares to its stockholders leaving 90,000 unissued shares and NORTHERN BEVERAGE, INC., has issued 1,000 shares to its stockholders leaving 99,000 unissued shares. The Board of Directors of each corporation have adopted resolutions agreeing to this plan of merger, pursuant to resolutions, as required by Idaho Code 30-1-71 and submitted the same to their respective shareholders for review and consideration as required by Idaho Code Section 30-1-73.

A. COEUR D'ALENE BEVERAGE, INC., TO BE SURVIVING CORPORATION:

NORTHERN BEVERAGE, INC. shall be merged into COEUR D'ALENE BEVERAGE, INC. and the corporate existence of NORTHERN BEVERAGE, INC. shall cease and the corporate existence of COEUR D'ALENE BEVERAGE, INC. shall continue under the name COEUR D'ALENE BEVERAGE, INC., and COEUR D'ALENE BEVERAGE, INC. shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and COEUR D'ALENE BEVERAGE, INC. shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if COEUR D'ALENE BEVERAGE, INC. had itself incurred them.

The shareholders of NORTHERN BEVERAGE, INC. waived their right to receive a mailed copy of the Plan of Merger and approved the Plan of Merger on the 17th day of October, 1992, pursuant to Idaho Code 30-1-73. The number of shares voted in favor of approval of the Plan of Merger for COEUR D'ALENE BEVERAGE, INC. was 10,000 shares, the number of shares voted in favor of approval for NORTHERN BEVERAGE, INC. was 1,000 shares.

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B. PRINCIPAL OFFICE:

The principal office of COEUR D'ALENE BEVERAGE, INC. shall remain the principal office of the corporation following this merger.

C. OBJECTS AND PURPOSES:

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger shall be any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

D. ARTICLES OF INCORPORATION:

The articles of incorporation of COEUR D'ALENE BEVERAGE, INC., as on file with the Idaho Secretary of State, shall be the Articles of the post-merge corporation. No amendment to the Articles shall be effected by this merger.

E. BYLAWS:

The present bylaws of COEUR D'ALENE BEVERAGE, INC., insofar as not inconsistent with this agreement of merger, shall be the bylaws of the corporation following the merger until altered, amended, or repealed as therein provided.

F. NAMES AND ADDRESSES OF DIRECTORS:

The names and addresses of the persons who shall constitute the board of directors of COEUR D'ALENE BEVERAGE, INC., following the merger, and who shall hold office until the first annual meeting of the shareholders of COEUR D'ALENE BEVERAGE, INC., following merger, are as follows:

Roger A. Johnson	1203 Ash Street Coeur d'Alene, ID 83814
G. Dale Scarlett	3654 Pineridge Drive Coeur d'Alene, ID 83814
Terry L. Atkins	N. 8835 Clarkview Point Hayden Lake, ID 83835

G. METHOD OF CONVERTING SHARES:

Immediately upon an agreement of merger becoming effective, the shares of the extinguishing corporation shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock in the amounts necessary to assure final prorata ownership of 60% to Roger A. Johnson, 30% to G. Dale Scarlett and 10% to Terry L. Atkins. The final prorata ownership shall be attained no later than six (6) months from the

date of execution of this agreement. The parties acknowledge that one of the corporations may need to be additionally capitalized or execute certain debt documents in order to reach the specified ownership; however, in the event of any disagreement in reaching the prorata ownership in an equitable fashion, then the disagreement shall be arbitrated as specified herein. These issued shares shall evidence the total ownership in the surviving corporation.

H. DIVIDENDS PRIOR TO MERGER:

Until this agreement of merger becomes effective or is abandoned the corporations may not pay dividends on their stock.

I. EXTRAORDINARY TRANSACTIONS:

Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by the agreement.

J. ARBITRATION:

Whenever a provision herein specifies that an issue, dispute, controversy, or claim is to be resolved by arbitration, the arbitration shall be held, except as may otherwise be provided herein, in accordance with the Commercial Arbitration Rules of the American Arbitration Association and the parties hereto expressly waive any right to file a lawsuit in any court involving the same issue, dispute, controversy, or claim until 90 days after the arbitration award has been issued. Any dispute as to whether an issue is to be resolved by arbitration shall be submitted as part of the arbitration proceeding. As part of the arbitration award, legal costs, attorneys' fees, and the fees of expert witnesses may be assessed against any person found to have acted in bad faith. All arbitration proceedings shall be conducted by a panel of three arbitrators. The party requesting arbitration shall have the right to select one arbitrator and the person or persons on the other side of the controversy shall select a second arbitrator. The two arbitrators so chosen shall select the third. To be qualified to be selected as an arbitrator, a person must be either a certified public accountant, a lawyer, a businessman with at least 10 years experience as an executive in a closely held corporation, or a person with expertise in the subject matter of the dispute.

IN WITNESS WHEREOF, the Board of Directors of both COEUR D'ALENE BEVERAGE, INC., and NORTHERN BEVERAGE, INC., have unanimously approved these articles

COEUR D'ALENE BEVERAGE, INC.



G. Dale Scarlett, President

NORTHERN BEVERAGE, INC.

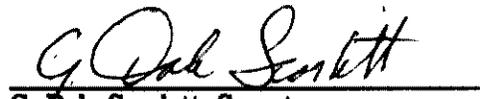


Terry L. Atkins, President



Roger A. Johnson, Secretary

(S E A L)



G. Dale Scarlett, Secretary

(S E A L)

STATE OF IDAHO)
) ss.
County of Kootenai)

G. DALE SCARLETT, being first duly sworn on oath deposes and says:

That he is the President of COEUR D'ALENE BEVERAGE, INC. He has read the foregoing ARTICLES OF MERGER, knows the contents thereof, and believes the same to be true and correct.



G. Dale Scarlett, President

STATE OF IDAHO)
) ss.
County of Kootenai)

TERRY L. ATKINS, being first duly sworn on oath deposes and says:

That he is the President of NORTHERN BEVERAGE, INC. He has read the foregoing ARTICLES OF MERGER, knows the contents thereof, and believes the same to be true and correct.



Terry L. Atkins, President

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 12 day of OCTOBER, 1992, before me, the undersigned, a Notary in and for the State of Idaho, personally appeared G. DALE SCARLETT, known or identified to me to be the president of COEUR D'ALENE BEVERAGE, INC., the corporations that executed the instrument or the person who executed the instrument on behalf of said corporations, and acknowledged to me that such corporation 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.

Amber D Suman
Notary for the State of Idaho
Residing at Post Falls
Commission Expires: 5/21/98

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 12TH day of OCTOBER, 1992, before me, the undersigned, a Notary in and for the State of Idaho, personally appeared TERRY L. ATKINS, known or identified to me to be the president of NORTHERN BEVERAGE, INC., the corporations that executed the instrument or the person who executed the instrument on behalf of said corporations, and acknowledged to me that such corporation 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.

Amber D Suman
Notary for the State of Idaho
Residing at Post Falls
Commission Expires: 5/21/98

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 12TH day of OCTOBER, 1992, before me, the undersigned, a Notary in and for the State of Idaho, personally appeared G. DALE SCARLETT, known or identified to me to be the secretary of NORTHERN BEVERAGE, INC., the corporations that executed the instrument or the person who executed the instrument on behalf of said corporations, and acknowledged to me that such corporation 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.

Amber D Suman
Notary for the State of Idaho
Residing at Post Falls
Commission Expires: 5/21/98

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 17th day of OCTOBER, 1992, before me, the undersigned, a Notary in and for the State of Idaho, personally appeared ROGER A. JOHNSON, known or identified to me to be the secretary of COEUR D'ALENE BEVERAGE, INC., the corporations that executed the instrument or the person who executed the instrument on behalf of said corporations, and acknowledged to me that such corporation 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.

Amber J Suman
Notary for the State of Idaho
Residing at Post Falls
Commission Expires: 5/21/98

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