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State of Idaho

Department of State

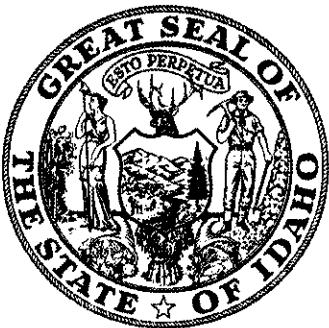
CERTIFICATE OF INCORPORATION OF

O'GRADY'S GAS & GROCERY, 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 the above named corporation, 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: February 11, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *Ara Seikel*

ARTICLES OF INCORPORATION

Feb 11 3:15 PM '94
SECRETARY OF STATE

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O'GRADY'S GAS & GROCERY, INC.

SECRETARY OF STATE
O'GRADY'S GAS & GROCERY, INC.

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CORP 18 60.00= 60.00
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CK #: 115262 CUST# 1117
18 40.00= 40.00

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as set forth in Title 30, Idaho Code, Volume 5B, do hereby certify as follows:

ARTICLE I

NAME. The name of the Corporation is O'Grady's Gas & Grocery, Inc.

ARTICLE II

PURPOSES. The purposes for which the Corporation is formed are:

1. To buy, sell, produce and dispose of all kinds of goods, wares, foods, potables, drugs, merchandise, commodities, supplies, gasoline, petroleum, automotive supplies, and products, and generally to engage in and conduct any form of convenience store or mercantile enterprise not contrary to law.

2. To employ assistants and employees and all other personnel necessary to assist and carry out the corporate purposes.

3. To own or lease facilities, furniture, fixtures, and other supplies, materials, and inventory necessary to carry out the corporate purposes.

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IDAH SECRETARY OF STATE

4. To receive and collect fees or compensation for the sale of goods or services rendered by the personnel employed by the Corporation.

5. To invest its funds in real estate, mortgages, deeds of trust, stocks, bonds, or any other type of investment.

6. To engage and transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

POWER AND AUTHORITY. This Corporation shall have all the power, authority, and capacity set forth in the Idaho Business Corporation Act as now enacted or hereafter amended, including but not limited to the following:

1. To sue and be sued, complain and defend in its corporate name.

2. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

3. To purchase, lease, use, and dispose of all equipment, machinery, furniture, fixtures, and furnishings necessary or convenient in and about the prosecution of its business.

4. To purchase, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property, or any interest therein, wherever situate.

5. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or part of its real and personal property.

6. To purchase, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

7. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bond, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

8. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. To conduct its business, carry on its operations and have offices and exercise the powers granted by this Act, within or without this state.

10. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

11. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

12. To pay pensions and establish pension plans, pension trust, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers, and employees.

13. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

ARTICLE IV

DURATION. The Corporation shall have perpetual existence.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS. The location of the office of the Corporation shall be:

855 Pocatello Avenue
American Falls, Idaho 83211

ARTICLE VI

REGISTERED OFFICE AND AGENT. The location and post office address of the initial registered office of the Corporation is:

855 Pocatello Avenue
American Falls, Idaho 83211

or at such other place as the Board of Directors shall designate.

The initial registered agent of the Corporation and his address is:

Michael Roy Hovorka
855 Pocatello Avenue
American Falls, Idaho 83211

ARTICLE VII

CAPITAL STOCK. The aggregate number of shares which the Corporation shall have authority to issue is 5,000 shares of stock. The shares are to consist of one (1) class only and all of such

shares are without par value. Any non-issued shares herein authorized may be issued from time to time by the Corporation in such manner and amounts and for such consideration as shall be determined from time to time by the Board of Directors. The capital stock, when issued by the Corporation, shall be fully paid and non-assessable.

ARTICLE VIII

PREEMPTIVE RIGHTS. Shareholders shall have preemptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE IX

BUSINESS AFFAIRS. Provisions for the regulation of the internal affairs of the Corporation are such as may be provided in detail by the Corporation's Bylaws, including restrictions on transfer of shares.

ARTICLE X

RESTRICTIONS ON TRANSFER OF STOCK. The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of

third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of the Corporation may sell or transfer his stock therein except to another individual who is eligible to be a shareholder of the Corporation and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting specially called for such purpose.

ARTICLE XI

INCORPORATORS. The name, post office address, and number of shares subscribed to the incorporators are as follows:

NAME	ADDRESS	NUMBER OF SHARES
Michael Roy Hovorka	748 Falls Avenue American Falls, ID 83211	1,000
Patricia J. Payne	206 Monroe Avenue American Falls, ID 83211	1,000

ARTICLE XII

BOARD OF DIRECTORS. The Board of Directors of the Corporation shall consist of one or more members, unless otherwise modified from time to time by the Bylaws of the Corporation. All directors shall be elected annually in accordance with the provisions of Idaho Code 30-1-36 as presently enacted or hereafter amended. There will be no classification of directors or staggering of their terms.

ARTICLE XIII

INITIAL BOARD OF DIRECTORS. The name and post office address of the members of the initial Board of Directors of the Corporation who shall serve until the first annual meeting of the shareholders

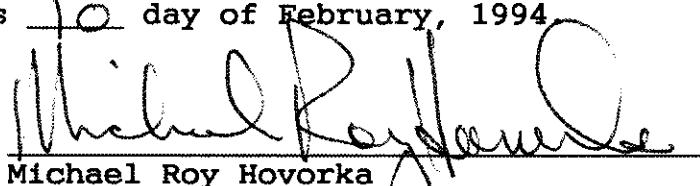
or until their successors have been duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Roy Hovorka	748 Falls Avenue American Falls, ID 83211
Patricia J. Payne	206 Monroe American Falls, ID 83211

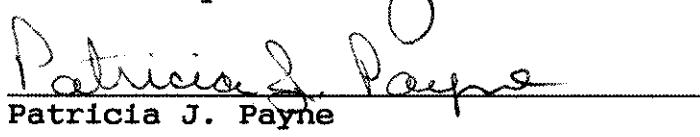
ARTICLE XIV

AMENDMENT. These Articles of Incorporation may, from time to time, be amended in any respect provided by law, when approved by a vote representing the majority of the outstanding capital common stock of the Corporation.

IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation this 10 day of February, 1994



Michael Roy Hovorka



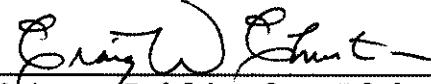
Patricia J. Payne

STATE OF IDAHO)
)
County of Bannock)

On this 10th day of February, 1994, before me, personally appeared Michael Roy Hovorka and Patricia J. Payne, known or identified to me to be the persons whose names are subscribed to the within 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.

(SEAL)



Notary Public for Idaho
Residing at POCATELLO, Idaho
My Commission Expires: 11/29/97

CRAIG W. CHRISTENSEN, CHARTERED
1246 YELLOWSTONE - SUITE B-4
POCATELLO, IDAHO 83201
(208) 237-2507

ARTICLES OF INCORPORATION
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