

State of Idaho

Department of State

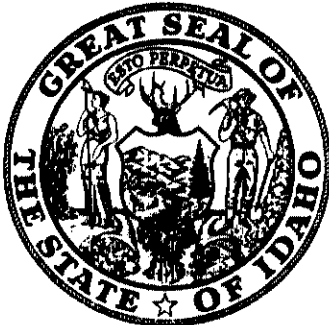
CERTIFICATE OF INCORPORATION OF

WILLIAMS NORTH, 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: August 11, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By 

ARTICLES OF INCORPORATION 11 9 25 AM '93
FOR
WILLIAMS NORTH, INC. SECRETARY OF STATE
A CLOSE CORPORATION

1. The corporation will be known as Williams North, Inc.,
2. The corporation will be incorporated in the State of Idaho, although it may do business in other states and countries.
3. The corporation is to be incorporated as a close corporation incorporated pursuant to the laws of the State of Idaho.
4. The corporation intends to elect Subchapter S status.
5. The corporations duration will be perpetual.
6. The corporation is formed for legally permitted purposes, including but not limited to, retail sales of grocery and non-food items.
7. The corporation's initial and continuing registered agent is Christopher P. Williams; the corporation's intial and continuing registered address is 100 North Main, Ketchum, Idaho, 83340.
8. The names and addresses of the corporation's incorporators and initial Board of Directors are:

Ronald L. Williams and Maureen K. Williams, Route 3,
Twin Falls, Idaho, 83301

Mark K. Williams - 1642 Richmond Drive, Twin Falls,

Idaho, 83301.

Christopher P. Williams - 100 North Main, Ketchum, Idaho, 83340. These initial Board of Directors shall serve until a regular election to be held at the first annual meeting.

9. The corporation will be ultimately governed by its shareholders. However, a Board of Directors does exist, each member of which must be a shareholder. The Board of Directors shall undertake the daily business of the corporation and shall delegate any powers and authority as the Board of Directors deems necessary for such day to day activities. The Board of Director's actions may be approved, repealed, rejected or otherwise changed by a vote of the shareholders.

10. The corporation is authorized to issue 1,000 shares of no-par common stock.

11. As long as the corporation has a valid Subchapter S election, no other stock than one class of common stock shall be issued. All stock shall have equal voting rights.

12. All shares of the corporation's stock issued at a time when the corporation is a close corporation will be subject to the following transfer and preemptive right restrictions. The shareholders shall have an exclusive right to buy back any shares which may become available. No shareholder shall have any right to transfer any stock in any manner whatsoever other than to allow existing shareholders reasonable opportunity to exercise their exclusive right to buy back available shares. Ronald L. Williams shall have the first priority right to buy

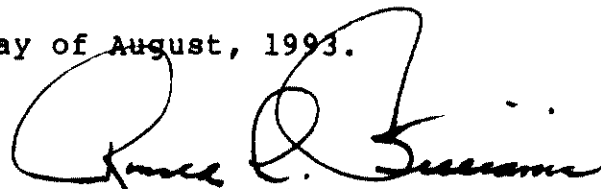
back any available shares. Maureen K. Williams shall have the second priority right to buy back any available shares after Ronald L. Williams has had reasonable opportunity to exercise his right to buy back. Thereafter, other shareholders shall be equally free to exercise their exclusive rights to buy back any available shares.

13. A meeting of shareholders will be held, either inside or outside the State of incorporation, at least once a year. One of the meetings shall be held annually on September 14 of each year beginning in 1993 at 1:00 o'clock p.m. at the registered address of the corporation. Any other times, places, requirements and restrictions on said meetings shall be set forth in the By-Laws of this corporation.

14. These Articles of Incorporation have been unanimously adopted by both the Board of Directors, all shareholders and incorporators at a meeting held on the 5th day of August, 1993.

Ronald L. Williams was Chairman of the meeting of shareholders and incorporators. All shareholders and incorporators were present and any notice requirements were waived. The provisions unanimously adopted are set forth above.

DATED This 10th day of August, 1993.

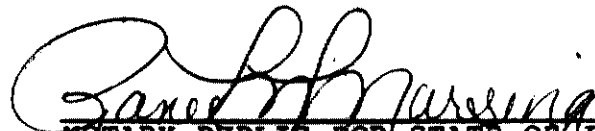
A handwritten signature in black ink, appearing to read 'Ronald L. Williams', is written over a horizontal line.


RONALD L. WILLIAMS
President/Incorporator

STATE OF IDAHO)
 : ss.
County of Twin Falls)

RONALD L. WILLIAMS, being first duly sworn, deposes and says:

That he is President of Williams North, Inc., that he is one of the incorporators named in the above Articles of Incorporation; that he has read said Articles of Incorporation, knows the contents thereof and believes the facts therein stated to be true. That he was Chairman of the meeting and President of the officers that conducted the election referred to in the foregoing Articles of Incorporation and that Maureen K. Williams was the Secretary of said meeting; that the result of said election was as set forth in said Articles of Incorporation.

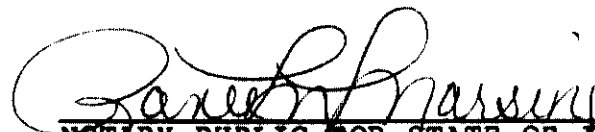

Sandra B. Hanning
NOTARY PUBLIC FOR STATE OF IDAHO
Residing at Jerome, Idaho
Commission expires: 11-23-96

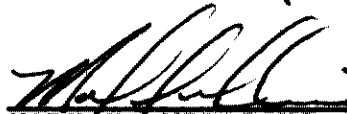

MAUREEN K. WILLIAMS
Vice President/Secretary/
Incorporator

STATE OF IDAHO)
 : ss.
County of Twin Falls)

MAUREEN K. WILLIAMS, being first duly sworn, deposes and says:

That she is Vice President/Secretary of Williams North, Inc., that she is one of the incorporators named in the above Articles of Incorporation; that she has read said Articles of Incorporation, knows the contents thereof and believes the facts therein stated to be true. That she attended the meeting and the election referred to in the foregoing Articles of Incorporation as Secretary and the result of said election was as set forth in the above Articles of Incorporation. All shareholders were present and notice requirements were waived.


Sandra B. Hanning
NOTARY PUBLIC FOR STATE OF IDAHO
Residing at Jerome, Idaho
Commission expires: 11-23-96

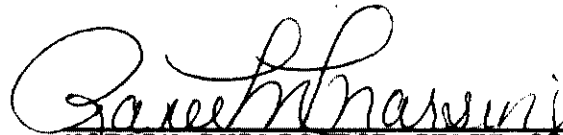


MARK K. WILLIAMS
Shareholder/Incorporator

STATE OF IDAHO)
 : ss.
County of Twin Falls)

MARK K. WILLIAMS, being first duly sworn, deposes and says:

That he is a shareholder of Williams North, Inc., that he is one of the incorporators named in the above Articles of Incorporation; that he has read said Articles of Incorporation, knows the contents thereof and believes the facts therein stated to be true.



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CHRISTOPHER P. WILLIAMS
Treasurer/Incorporator

STATE OF IDAHO)
 : ss.
County of Twin Falls)

CHRISTOPHER P. WILLIAMS, being first duly sworn, deposes and says:

That he is the Treasurer of Williams North, Inc., that he is one of the incorporators named in the above Articles of Incorporation; that he has read said Articles of Incorporation, knows the contents thereof and believes the facts therein stated to be true.



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STATE OF IDAHO 11-23-96

5-14-96

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