



CERTIFICATE OF INCORPORATION
OF

SUBTLE SALES, INC.

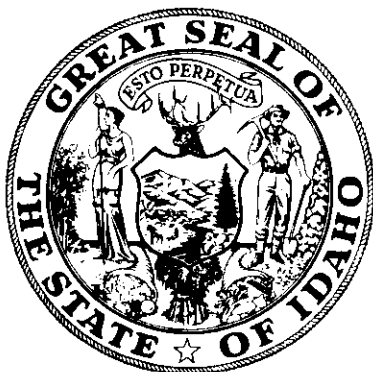
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SUBTLE SALES, INC.

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 29 _____, 19 80 _____.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION 29 AM 8 57
OF
SUBTLE SALES, INC.

CLERK OF
STATE

The undersigned, both citizens of the United States of America, of the age of majority, do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

I.

The name of said corporation shall be SUBTLE SALES, INC.

II.

The corporation is formed for the following purposes:

(a) To make wholesale and retail sales of wine, beer, cheese, dry goods, food stuffs and related items, and to conduct any and all businesses related thereto.

(b) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey rights, privileges, franchises, real or personal property of the corporation, other than its franchise as a corporation; to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of or deal in shares, bonds, securities and debentures and other evidence of indebtedness of its own and other corporations, domestic or foreign; to pledge, mortgage and otherwise encumber the assets of the corporation.

(c) To conduct business in this State and other states in the United States of America, to have one or more offices or places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey

real or personal property situate out of the State of Idaho.

(d) To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any state, municipality or government, and to engage in association with other corporations, partnerships, associations and individuals in the joint operation of legitimate business endeavor, and to acquire, hold and purchase the assets, franchises, permits and good will of other operational organizations of whatever legal capacity engaged in business pursuits similar to those of this corporation.

(e) To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payments of debts, notes, agreements, contracts, and undertaking of any other person, firm, partnership or corporation; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor.

(f) To do any and all other such acts, things and business in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.

(g) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated

shall be deemed to be exclusive; it is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to be, and hereby are, included as purposes and powers of this corporation.

III.

The registered office and post office address of this corporation shall be P. O. Box 1562, Sun Valley, Idaho, 83353. The name of the registered agent is Howard Cain.

IV.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V.

The corporation shall be governed by a Board of Directors. The number of the members of the Board shall be fixed by the By-Laws of the corporation, except that such number shall not be more than five. The qualifications, duties, powers, limitations, and other factors relevant to the functioning of the Board of Directors shall be set out in the By-Laws of this corporation, subject to the laws of the State of Idaho. Until the first election of Directors, the initial Directors shall be Howard Cain, P. O. Box 1562, Sun Valley, Idaho, 83353, and Gregory E. Tucker, P. O. Box 806, Ketchum, Idaho, 83340.

VI.

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation, and shall have the power to adopt new By-Laws; this power may be exercised by the Board of Directors through a majority vote of that Board. By-Laws so repealed, amended or adopted by the Board of Directors, subject to these Articles and the By-Laws of the corporation, shall be subject to re-enactment, amendment or repeal by the shareholders of this corporation at their regular meetings or at any meeting specially called for that

purpose. A majority of the shareholders of the corporation may exercise the powers of re-enactment, amendment, or repeal heretofore set out. The By-Laws of this corporation shall regulate the manner of voting for this and other governing actions of the corporation.

VII.

The total number of shares of all classes of stock which the corporation shall have authority to issue is five hundred (500), which shall be common stock, shall have no par value, and shall not be restricted.

VIII.

The names and post office addresses of each of the incorporators are as follows:

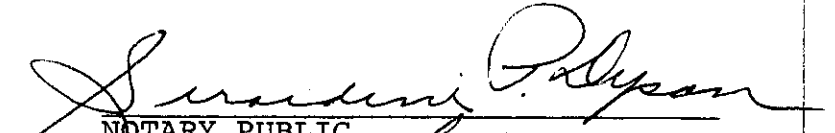
<u>NAME</u>	<u>ADDRESS</u>
Howard Cain	P. O. Box 1562 Sun Valley, Idaho, 83353
Gregory E. Tucker	P. O. Box 806 Ketchum, Idaho, 83340

IN WITNESS WHEREOF, the parties have executed these Articles of Incorporation this 15 day of February, 1980.

Gregory E. Tucker
Howard Cain

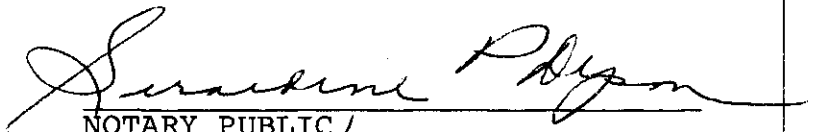
STATE OF IDAHO)
County of Blaine) ss.:

On this 15th day of February, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared HOWARD CAIN, known to me to be one of the signers of the foregoing instrument, and he duly acknowledged to me that he executed the same.


NOTARY PUBLIC
Residence: Harley 2nd

STATE OF IDAHO)
County of Blaine) ss.:

On this 15th day of January, 1980, before me, the undersigned, a Notary Public in and for said State, personally appeared GREGORY E. TUCKER, known to me to be one of the signers of the foregoing instrument, and he duly acknowledged to me that he executed the same.


NOTARY PUBLIC
Residence: Harley 2nd