



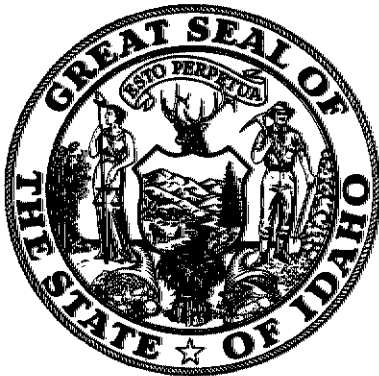
**CERTIFICATE OF INCORPORATION
OF**

NO CAL BUNS, 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: July 24, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Mautner*

ARTICLES OF INCORPORATION

RECEIVED
OF SEC. OF STATE
NO CAL BUNS, INC.
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The undersigned, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certify and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this Corporation shall be "NO CAL BUNS, INC.," and its existence shall be perpetual.

ARTICLE II.

This Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, under the provisions of which this Corporation is incorporated.

ARTICLE III.

Shareholders of this Corporation shall have preemptive rights to acquire additional shares offered for sale by this Corporation.

ARTICLE IV.

Shareholders of this Corporation shall have cumulative voting rights.

ARTICLE V.

1. The location and post office address of the registered office of this Corporation in this state shall be 3415 S. Walkers Bay Rd., Coeur d'Alene, Idaho 83814.

2. The registered agent of this Corporation at that address shall be Edwin G. Hatter, Jr.

ARTICLE VI.

1. The aggregate number of shares which this Corporation shall have authority to issue is ten thousand (10,000) shares.

2. Such shares are to consist of two classes, both to be known as common stock, and such shares are to have no par value. One class of such common stock shall be nonvoting common stock and shall consist of three thousand (3,000) shares. The other class shall be voting common stock, one (1) vote per share, and shall consist of seven thousand (7,000) shares.

3. Corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

ARTICLE VII.

1. The number of Directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. In furtherance of and not in limitation of the powers conferred by the laws of the state of Idaho, the Board of Directors is expressly authorized to make, alter, and repeal the Bylaws of this Corporation. The vote of the shareholders to change or repeal such Bylaws shall require an approval of sixty-six and two-thirds percent (66 2/3%) of the outstanding shares entitled to vote.

3. In compliance with the Idaho Business Corporation Act, this Corporation may enter into, contract and otherwise transact business as vendor, purchaser, or otherwise, with one or more of its Directors, officers, or shareholders or with any corporation, association, firm, or entity in which one or more of them are or may become interested as directors, officers, shareholders, members or otherwise.

4. This Corporation shall indemnify to the broadest extent permitted by Idaho law and under the procedures set forth therein, any and all persons for whom indemnification is permitted by the Idaho Business Corporation Act, as amended or superseded, and such persons shall have the right to claim such indemnification; provided, however, that indemnification shall not be afforded without approval of the

Board of Directors as to the extent thereof in each instance for any person who is not an officer, Director, or shareholder.

5. The first Directors of this Corporation shall be five (5) in number and their addresses are as follows:

<u>Name</u>	<u>Address</u>
Edwin G. Hatter, Jr.	3415 S. Walkers Bay Rd. Coeur d'Alene, Idaho 83814
Michaele L. Hatter	3415 S. Walkers Bay Rd. Coeur d'Alene, Idaho 83814
William I. Buetow	14400 Bear Valley Rd., #657 Victorville, California 92392
Linda D. Buetow	14400 Bear Valley Rd., #657 Victorville, California 92392
Scott A. Shellman	The Mall at Northgate 5800 Northgate, Space B63 San Rafael, California 94903

6. The term of the first Directors shall be until the first annual meeting of the shareholders of this Corporation or until their successors are elected and qualified.

ARTICLE VIII.

The name and address of the incorporator is as follows:

Edwin G. Hatter, Jr. 3415 S. Walkers Bay Rd.
Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 15 day of June, 1987.


EDWIN G. HATTER, JR.


MICHAELE L. HATTER

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