

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MOUNTAIN HIGH CAFE, INC.

File number C 109958

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: March 27, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

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ARTICLES OF INCORPORATION

Articles of Incorporation are hereby established for MOUNTAIN HIGH CAFE, INC.
on this 23rd day of March, 1995.

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I. Duration of the corporation known as Mountain High Cafe, Inc. shall be perpetual in its duration until such time of dissolution.

II. The purpose of the corporation shall be to run a business known as Mountain High Cafe at 305 North Main Street, Hailey, Idaho, County of Blaine, 83333.

III. Cara M. Black shall be known as the President of Mountain High Cafe, Inc. and Rich L. Howard shall be known as the Vice President of Mountain High Cafe, Inc.

IV. Shares totaling an amount of 100 shall have no par value.

V. At the signing of these Articles of Incorporation, Cara M. Black and Rich L. Howard shall be the only two shareholder/owners. Each shareholder shall own portions of shares in the business as follows:

Cara M. Black	50 shares
Rich L. Howard	50 shares

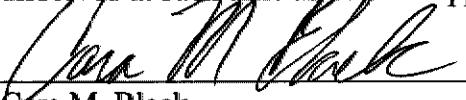
VI. The initial registered office will be at 305 North Main Street, Hailey, ID 83333 and the initial registered agent shall be Cara M. Black, 305 North Main Street, Hailey, ID 83333.

VII. Incorporators are: Cara M. Black, P.O. Box 2755, Sun Valley, ID 83353 and Rich L. Howard, P. O. Box 521, Sun Valley, ID 83353. The corporation will not have a board of directors.

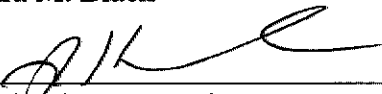
VIII. Profits and Losses shall be shared, in proportion to their shares, by both shareholder/owners. Shares in the corporation shall not be given away, sold or in any way dispersed without the written consent of both owners.

IX. Shareholder/owners shall meet once a month to discuss business matters, time and date to be set at their discretion.

X. The corporation may be amended at any time by the shareholder/owners or dissolved at such time as deemed appropriate by both parties.


Cara M. Black

3-23-95
Date


Richard L. Howard

3-23-95
Date

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