



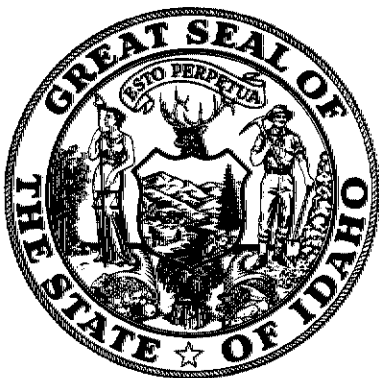
**CERTIFICATE OF INCORPORATION
OF**

THE OASIS, 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: November 18, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

THE OASIS, INC.

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The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is THE OASIS, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

- (a) To engage in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent or sell such business or businesses.
- (b) To introduce, erect, operate, conduct, manage, maintain and carry on a restaurant, cafe and cabaret business; to buy, sell, lease or otherwise dispose of, and to operate, conduct, furnish, equip and manage restaurants, inns, eating houses, taverns, cabarets, cafes or places of entertainment, and generally do and perform everything necessary for carrying out the aforesaid purposes; to buy, or otherwise acquire, manufacture,

market, prepare for market, sell, deal in or deal with, import, and export foods and food products of every class and description, fresh, canned, preserved or otherwise; and to prepare and serve all food, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds.

- (c) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance

thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

- (d) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.
- (e) To promote or aid in any manner, financially or otherwise, any person, firm, corporation or association, and to guarantee contracts and other obligations.
- (f) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.
- (g) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Sections 30-1-3 and 30-1-4, Idaho Code, and to have and to exercise all powers

conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 100 shares without par value, all of one class. Said capital stock shall be nonassessable.

ARTICLE V

There shall be no preemptive rights to any issued and outstanding corporate shares.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation shall be set out in the By-Laws of the corporation.

ARTICLE VII

The address of the initial registered office of the corporation is 1007 Blue Lakes Boulevard North, Twin Falls, Idaho 83301, and the name of its initial registered agent at such address is Daniel L. Willie.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is four (4) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Daniel L. Willie	Route #3, Box 6433 Twin Falls, Idaho 83301
Michael F. Hunzeker	Route #1 Kimberly, Idaho 83341
Roger R. Roghaar	275 Sage Kimberly, Idaho 83341
L. Ochsner	252 North Star Avenue Twin Falls, Idaho 83301

ARTICLE IX

The name and address of each incorporator is:

NAME

ADDRESS

Daniel L. Willie

Route #3, Box 6433
Twin Falls, Idaho 83301

Michael F. Hunzeker

Route #1
Kimberly, Idaho 83341

Roger R. Roghaar

275 Sage
Kimberly, Idaho 83341

L. Ochsner


252 North Star Avenue
Twin Falls, Idaho 83301

DATED This 15th day of November 1985.


DANIEL L. WILLIE


MICHAEL F. HUNZEKER


ROGER R. ROGHAAR


L. OCHSNER

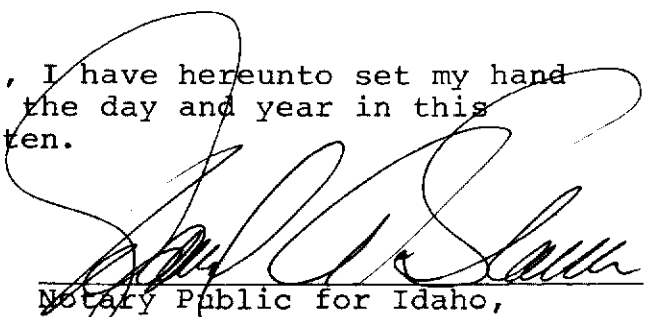
STATE OF IDAHO)

: ss.

County of Twin Falls)

On this 14th day of November, 1985,
before me, the undersigned, a Notary Public in and for said
State, personally appeared DANIEL L. WILLIE, known or iden-
tified to me to be the person who executed the foregoing
instrument, and acknowledged to me that he 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.


Notary Public for Idaho,
Residing at Twin Falls, Idaho.

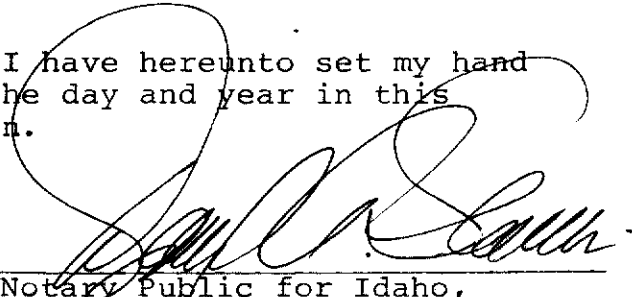
STATE OF IDAHO)

: ss.

County of Twin Falls)

On this 14th day of November, 1985,
before me, the undersigned, a Notary Public in and for said
State, personally appeared MICHAEL F. HUNZEKER, known or
identified to me to be the person who executed the foregoing
instrument, and acknowledged to me that he 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.


Notary Public for Idaho,
Residing at Twin Falls, Idaho.

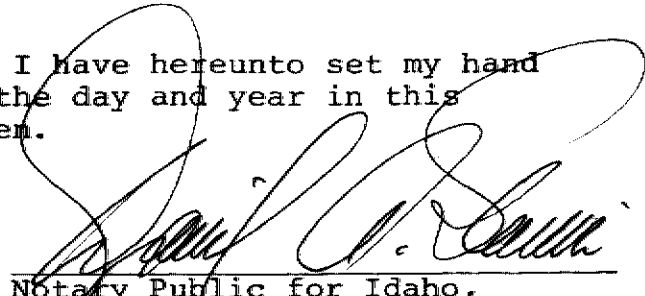
STATE OF IDAHO)

: ss.

County of Twin Falls)

On this 14th day of November, 1985,
before me, the undersigned, a Notary Public in and for said
State, personally appeared ROGER R. ROGHAAR, known or iden-
tified to me to be the person who executed the foregoing
instrument, and acknowledged to me that he 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.


Notary Public for Idaho,
Residing at Twin Falls, Idaho.

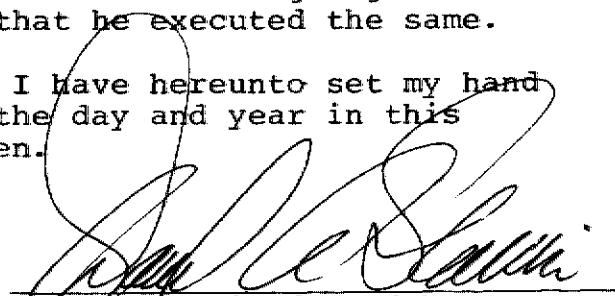
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STATE OF IDAHO)

: ss.

County of Twin Falls)

On this 15th day of November, 1985,
before me, the undersigned, a Notary Public in and for said
State, personally appeared L. OCHSNER, known or identified
to me to be the person who executed the foregoing instru-
ment, and acknowledged to me that he 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.


Notary Public for Idaho,
Residing at Twin Falls, Idaho.