

ORIGINAL

FILED/EFFECTIVE

ARTICLES OF INCORPORATION
OF
SWEET'S LOUNGE, INC.

OCT 18 AM 8:51
STATE OF IDAHO

ARTICLE I

The name of the corporation is SWEET'S LOUNGE, INC.

ARTICLE II

The objectives and purposes for which the corporation is organized are for any lawful act or activity for which a corporation may be organized under the Idaho Business Corporation Act, now or hereafter in effect or later amended, and to do any of such things as fully and to the same extent as natural persons might or could do.

ARTICLE III

The duration of existence of the corporation is perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is (1) ONE MILLION shares. All such shares shall be of a single class, designated as common, and shall have a par value of (\$1.00) ONE DOLLAR.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

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Section 5.1

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE VI

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Idaho Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Idaho Business Corporation Act.

ARTICLE VIII

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct authorized by the corporation as a director; provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted

under the Idaho Business Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Idaho Business Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Idaho Business Corporation Act, as so amended.

ARTICLE IX

The Idaho Control Share Act shall not be applicable to this corporation.

ARTICLE X

The Bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE XI

The number of directors of the corporation shall be fixed by the Bylaws of the corporation. The initial Board of Directors shall consist of (2) two directors whose name and addresses are as follows:

1. Patrick Cornelius, President/Secretary
308 Sixth Street
Wallace, Idaho 83873
2. Betty Cornelius, Vice President/Treasurer
308 Sixth Street
Wallace, Idaho 83873

ARTICLE XII

The initial registered agent of the corporation is PATRICK CORNELIUS. The street address of the corporation's initial registered office is:

Patrick Cornelius
308 Sixth Street
Wallace, Idaho 83873

ARTICLE XIII

The name and address of the incorporator of the corporation is:

Patrick Cornelius
308 Sixth Street
Wallace, Idaho 83873

In Witness Whereof, I have subscribed these Articles of Incorporation this 12th day of October, 2000.

PAT CORNELIUS
PAT CORNELIUS, Incorporator

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* * * *

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 12th day of October, 2000, before me personally appeared PATRICK CORNELIUS, known to me to be the person whose name appears on the foregoing instrument and acknowledged to me that he executed the same.

WITNESS MY HAND and official seal on the day and year first above written.

[Signature]

Notary Public for Idaho
Residing at: Mullan
My commission expires: 10-11-05

