

ARTICLES OF INCORPORATION
OF
VTA INC.

FILED/EFFECTIVE
2002 SEP 30 PM 2:32
CLERK OF STATE
SALT LAKE COUNTY, UTAH

The undersigned, acting as incorporators of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
NAME

The name of the Corporation shall be "VTA INC."

ARTICLE II
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III
PURPOSE AND POWERS

Section 1. The purpose or purposes for which this Corporation is organized is to engage in the business of owning, operating, and/or managing a business selling cut meats and other food items including beer and wine; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all things incidental thereto or connected therewith, which are not forbidden by the Idaho Business Corporation Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as from time to time may be amended and supplemented.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 100,000 shares. The stock shall have no par value.

IDAHO SECRETARY OF STATE
09/30/2002 05:00
CK: 22987 CT: 1186 BH: 524293
1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C145645

ARTICLE V
PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive and preferential rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE VI
REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation is Thayne E. Vargason. The address of the initial registered office of the Corporation is 758 South Main, Pocatello, Idaho 83204.

ARTICLE VII
BOARD OF DIRECTORS

There shall be no Board of Directors. Pursuant to Idaho Code § 30-1-732, the powers and duties conferred or imposed upon the Board of Directors by the Idaho Business Corporation Act shall be exercised or performed by the officers of the corporation elected by the shareholders as provided in the Corporation's By-Laws.

ARTICLE VIII
BUSINESS AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation are such as may be provided by the Corporation's By-Laws, including restrictions on the transfer of shares and fixing greater voting or quorum requirements for officers or shareholder action than required by the Idaho Business Corporation Act.

ARTICLE VIII
INCORPORATORS

The name and address of each incorporator is:

Thayne E. Vargason	809 Green Dr.,Pocatello, Idaho 83204
Amy A. Vargason	809 Green Dr.,Pocatello, Idaho 83204

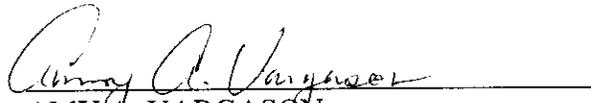
**ARTICLE IX
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

DATED this 27 day of September, 2002



THAYNE E. VARGASON
Incorporator

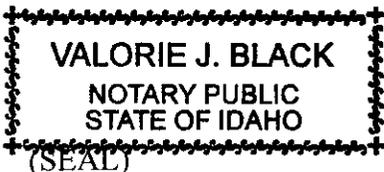


AMY A. VARGASON
Incorporator

STATE OF IDAHO)
 : ss
County of Bannock)

On this 27 day of September, 2002, before me, the undersigned, a Notary Public in and for said State, personally appeared THAYNE E. VARGASON and AMY A. VARGASON, known to me to be the persons whose names are subscribed to the foregoing and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.





NOTARY PUBLIC FOR IDAHO,
Residing at: Pocatello
My Commission Expires: 5/8/04