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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

KOTTER'S, 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: January 28, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alta Spibel*

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ARTICLES OF INCORPORATION
SECRETARY OF STATE OF

JAN 3 11 03 AM '94
SECRETARY OF STATE

KOTTER'S, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as the incorporator of a corporation under the Idaho Corporation Laws, adopts the following Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is KOTTER'S, INC.

ARTICLE II

The objects and purposes for which the corporation is formed is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Corporation Laws.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The location and address of the registered office of the corporation shall be and is: 1320 W. Flamingo, Nampa, Idaho 83651.

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The name and address of the registered agent is:

Robert H. Kotter
1320 W. Flamingo
Nampa, Idaho 83651

ARTICLE V

The amount of capital stock of the corporation shall be 10,000 shares of one dollar (\$1.00) par value stock. Said shares of stocks shall be and are non-assessable.

ARTICLE VI

The name and address of the original incorporator is:

Robert C. Montgomery
6940 Ashland Dr.
Boise, Idaho 83709

ARTICLE VII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII

The number of directors constituting the original board of directors of the corporation is two, whose names and addresses are: Robert H. Kotter and Mary Jean Kotter, 1320 W. Flamingo, Nampa, Idaho 83651.

The above named persons shall serve as directors until the first annual meeting of shareholders or until successors be qualified and elected.

ARTICLE IX

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors or shareholders of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any directors, individual or firm of which any director or shareholder may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation provided the fact that he/she or such firm so interested shall be disclosed or shall have been known to the board of directors or shareholders of the corporation which shall authorize any such contract or transaction with like force and effect as if he/she were not such officer or director of such other corporation or not so interested.

ARTICLE X

The personal liability of a director/shareholder to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director/shareholder is hereby eliminated and no director/shareholder shall have personal liability to the corporation or its stockholders for monetary damages for breach of

personal liability of a director/shareholder to the corporation for any breach of the director/shareholder duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director/shareholder to the corporation or its stockholders for liability imposed by the Idaho Code shall not be eliminated and the personal liability of a director/shareholder to the corporation or its stockholders for personal liability for any transaction from which the director/shareholder derived a legally improper personal benefit shall not be eliminated.

DATED This 3rd day of January, 1994.

Robert C. Mangum
INCORPORATOR