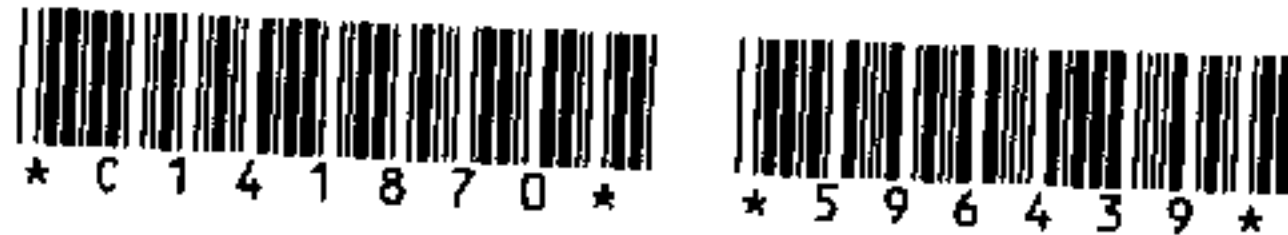


PRIORITY



Montana State Capitol
PO Box 202801
Helena, MT 59620-2801
(406)444-3665
<http://www.sos.mt.gov>

SEAN S FRAMPTON
MORRISON & FRAMPTON PLLP
341 CENTRAL AVE
WHITEFISH MT 59937

Re: CONTINENTAL DIVIDE INNS, LLC
ARTICLES OF ORGANIZATION
Filing Date: March 22, 2005
Filing Number: C141870 - 596439

March 22, 2005

Dear Sir or Madam:

I've approved the filing of the documents for the above named entity. The document number and filing date have been recorded on the original document. This letter serves as your certificate of filing and should be maintained in your files for future reference.

Thank you for giving this office the opportunity to serve you. If you have any questions in this regard, or need additional assistance, please do not hesitate to contact the Business Services Bureau professionals at (406) 444-3665.

Sincerely,

BRAD JOHNSON
Secretary of State

ARTICLES OF ORGANIZATION

PRIORITY

for

Continental Divide Inns, LLC

596439
STATE OF MONTANA
FILED ^{LT}
MAR 22 2005
SECRETARY OF STATE
C141870

Pursuant to the Montana Limited Liability Company Act, the undersigned hereby files the following Articles of Organization for the purpose of forming a Montana Limited Liability Company.

ARTICLE I

The name of the limited liability company shall be Continental Divide Inns, LLC.

ARTICLE II

This limited liability company is organized for the purpose of engaging in any lawful business (other than banking or insurance) and is vested with all the statutory authority and powers provided under the laws of the State of Montana to conduct such business.

ARTICLE III

This limited liability company shall dissolve on December 31, 2055, unless sooner dissolved as set forth in the operating agreement for the limited liability company.

ARTICLE IV

The principal place of business of the limited liability company shall be:

409 West 2nd Street
Whitefish, Montana 59937

The registered office shall be:

341 Central Avenue
Whitefish, Montana 59937

and the name of its registered agent at its registered office is:

Sean S. Frampton

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HELENA MONTANA
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BRAD JOHNSON
SECRETARY OF STATE

ARTICLE V

The limited liability company shall be managed by its managing member. The initial members shall be Ryan K. Zinke, 1137 5th Street, Imperial Beach, California 91932; Lolita C. Zinke, 1137 5th Street, Imperial Beach, California 91932 and Dr. Joel Bernstein, 14110 Recuerdo Drive, Delmar, California 92014.

ARTICLE VI

The organizer of the limited liability company is Ryan K. Zinke.

IN WITNESS WHEREOF, the organizer has executed these Articles on the 7 day of March, 2005.



Ryan K. Zinke - Organizer

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Sean Frampton, accepts the appointment to act as the registered agent for Continental Divide Inns, LLC.

DATED this 19 day of March, 2005.



Sean Frampton

2005 MAR 22 AM 9:33
BRAD JOHNSON
SECRETARY OF STATE

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