



**CERTIFICATE OF INCORPORATION
OF**

KPB, 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: May 12, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Hentges*

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ARTICLES OF INCORPORATION

of

CORPORATION

The undersigned, being a citizen of the United States, for the purpose of forming a corporation pursuant to Chapter 1 of Title 30, Idaho Code, and all acts supplemental thereto and amendatory thereof, and does hereby adopt and certify the following Articles of Incorporation, to wit:

ARTICLE I

(Name)

The name of this corporation shall be "KPB, INC."

ARTICLE II

(Duration)

The term of existence of this corporation shall be perpetual.

ARTICLE III

(Purposes)

The corporation's purposes are:

(A) To engage in airline reservations, travel arrangements, hotel and motel reservations and those items relating to a travel agency and to make and carry out contracts of every kind that may be necessary or conducive to the accomplishment of any of the purposes of the corporation.

(B) To engage in any business related or unrelated to that described in Clause A of this Article and from time to time authorized and approved by the Board of Directors of this corporation.

(C) To act as a partner or joint venturer in any transaction.

(D) To acquire, by purchase or otherwise, the stock of this corporation.

(E) To have and exercise all rights and powers from time to time granted to a corporation by law, including the transacting of any or all business for which corporations may be incorporated under the laws of the State of Idaho.

ARTICLE IV

(Capital Stock)

The total authorized capital stock of this corporation is the sum of One Hundred Thousand Dollars (\$100,000.00) divided into ten thousand shares (10,000) of the par value of Ten Dollars (\$10.00) each. Such capital stock may be issued by the corporation from time to time for such consideration as labor, service, money or property, real or personal, as may be fixed from time to time by the Board of Directors. The stock of this corporation shall be nonassessable.

Any restrictions as to the transfer and/or alienation of the issued stock of issued stock of the corporation shall be set forth in the bylaws of the corporation or in an agreement between the stockholders and the corporation.

ARTICLE V

(Registered Office)

The registered office of the corporation is 1219 Idaho Street, Lewiston, Idaho, and the name of the registered agent at that address is Loren J. Eddy.

ARTICLE VI

(Incorporator)

The names and post office addresses of the incorporator, (qualified under the laws Idaho to be an incorporator) is as follows:

NAME

ADDRESS

Kathy Bailey 2520 12th Avenue, Clarkston, WA 99403

There shall be shall be one (1) director to serve as the initial director and she shall manage and control the affairs of the corporation until the first annual meeting of shareholders or until her successor be elected and qualify. The name and address of such initial director is as follows:

Kathy Bailey 2520 12th Avenue, Clarkston, WA 99403

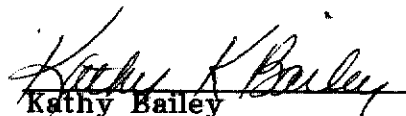
ARTICLE VIII

(Officers)

The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors of the corporation shall deem necessary (or such lesser number of officers or combined offices as may be allowed by law), and the said officers shall be elected by the Board of Directors and hold office during the pleasure of the Board. Each of the officers shall have such powers as may be conferred upon him by the bylaws of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

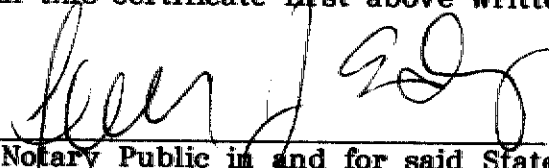
6 day of May, 1988.


Kathy Bailey

STATE OF IDAHO)
) ss.
County of Nez Perce)

On this 6th day of May, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared KATHY BAILEY known or identified to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledge to me that she 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 in and for said State
residing at Lewiston therein.
My Commission Expires: Oct. 8, 1991
(SEAL)