



CERTIFICATE OF INCORPORATION  
OF

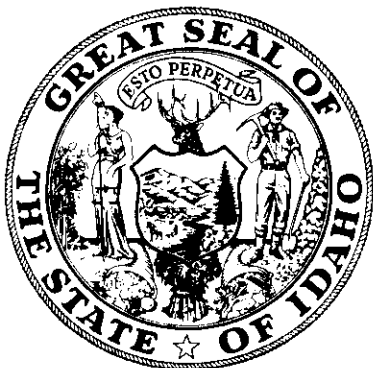
PORTAGE CORP.

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 PORTAGE CORP.

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 October 15, 19 79.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

FILED  
ARTICLES OF INCORPORATION

OF

PORTAGE CORP.

79 OCT 5 PM 3:27  
SECRETARY OF  
STATE

The undersigned, acting as incorporator(s) under the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

1. NAME. The name of the corporation is PORTAGE CORP.
2. DURATION. The period of its duration is perpetual.
3. PURPOSES. The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. STOCK. The corporation shall have the authority to issue one million (1,000,000) shares of capital stock, at ONE & 00/100 DOLLAR (\$1.00) par value per share. The capital stock shall be of two classes, 500,000 shares of common stock and 500,000 shares of preferred stock. The preferred stock shall be subject to the following:

- A. The corporation shall have the right to redeem any of such shares at the price of ONE & 00/100 DOLLAR (\$1.00) per share.

- B. The holders thereof shall be entitled to noncumulative dividends at the rate of eight percent (8%) per annum, upon director(s) declaration thereof.

- C. The holders thereof shall have preference over common shares as to the payment of dividends.

D. The holders thereof shall have preference in the assets of the corporation over common shares upon the voluntary or involuntary liquidation of the corporation.

E. The holders thereof shall have no voting rights in the corporation.

5. ADDRESS. The address of the initial registered office of the corporation is:

Post Office Address: P. O. Box 258  
Ketchum, ID 83340

Street Address: Kneeland Building  
Saddle Road  
Ketchum, ID 83340

The name of the initial registered agent of the corporation, at the above address is: G. R. KNEELAND

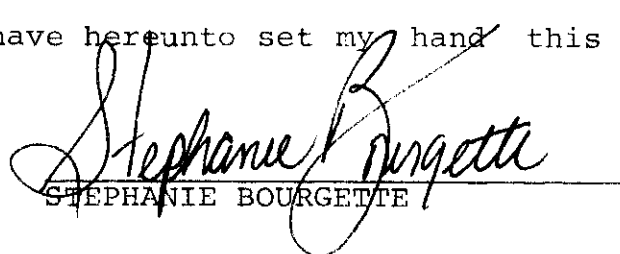
6. INITIAL DIRECTOR. The number of directors constituting the initial board of directors shall be one (1) whose name and address is:

GERALD A. BRUCK 24 Ramezay Dr.  
Westmount, Quebec  
Canada

7. INCORPORATORS. The name and address of each incorporator is:

STEPHANIE BOURGETTE P. O. Box 258  
Ketchum, ID 83340

IN WITNESS WHEREOF, I have hereunto set my hand this 4  
day of October, 1979.

  
STEPHANIE BOURGETTE

STATE OF IDAHO           )  
                                  )    ss.  
County of Blaine        )

On this 4th day of October, 1979, before me, a  
Notary Public in and for said State, personally appeared  
STEPHANIE BOURGETTE known to be the person whose name is  
subscribed to the within instrument, and acknowledged 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.

*Heidi A. Hestrich*  
NOTARY PUBLIC FOR IDAHO  
Residing at *Potlatch*  
Commission expires *10/13/81*