

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

EXECUTIVE TRAVEL MARKETING OF IDAHO, INC.
File number C 117544

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: December 24, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION

OF

Dec 24 11 52 AM '96

SECRETARY OF STATE
STATE OF IDAHO

EXECUTIVE TRAVEL MARKETING OF IDAHO, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned. Alan L. Beers, Malcolm C. Renner, David Deutsch and Richard Brooks. Who are citizens of the United States of America, and are residents of the State of Washington, and in pursuance thereof does hereby sign and acknowledge the following Articles of Incorporation in triplicate originals and state as follows:

I.

The name of the corporation shall be:

Executive Travel Marketing of Idaho, Inc.

II.

The duration of this corporation shall be perpetual.

III.

The location and post office address of the registered office of the corporation in the State of Idaho shall be:

821 N. 4th ST. SUITE #3
COEUR D ALENE, ID. 83814

THE REGISTERED AGENT FOR THE CORPORATION WILL BE MALCOLM C. RENNER.

IV.

The amount of the authorized capitol stock shall be 50,000 shares of one class with a par value of \$ 1.00 per share.

V.

The business of the Corporation shall be managed by a Board of Directors consisting of no less than one (1) Director, and up to (9) Directors. The qualifications terms of office, manner of electing directors, and number of directors to be elected. The time and place and manner of calling and the powers and duties of the directors shall be prescribed in the By-laws.

SECRETARY OF STATE
DATE 12/24/1996 0900 49755

CK #: 14000577 CUST# 73795

CORP

1@ 100.00= 100.00

EXPEDITE C 1@ 20.00= 20.00

Articles of Incorporation

VI.

The share holders of this corporation shall have no preemptive rights.

VII.

The general nature of the business of the corporation and the objects and purposes to be transacted, promoted, and carried on by it are as follows:

(1) To offer advertising and promotional offers from various businesses to the general public at large through and only through employees, and or agents of the corporation duly authorized to render such services.

(2) To engage in the retail sale of Club Memberships to the general public at large through and only through employees, and or agents of the corporation duly authorized to render such services.

(3) To engage in other business not prohibited, such as investing in real estate, personal property, stocks, bonds, or other types of investment.

(4) To engage in buying, selling, leasing, and owing real estate, and managing the same.

(5) To purchase or otherwise acquire, sofar as permitted by law, the whole or any part of the undertaking and business of any person, firm, or corporation engaged in a business of the same general character as that for which this corporation is organized, and the property, and liabilities, including the good will, assets and stock.

(6) To purchase or otherwise acquire, and to hold, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in, lands, and lease holds, and any interest, estates and rights in real property and any personal mixed property, and franchises, rights, business or privileges necessary, convenient and appropriate for any of the purposes herein expressed.

(7) To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stocks, bonds, or any obligations or securities of any corporation in such manner as may be provided by law.

(8) To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidence of indebtedness of all kinds, as to amount, except as may be prohibited by statute, and to secure the same by mortgage, pledge or otherwise, generally to make and perform agreements and contracts of every kind and description.

(9) To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Idaho, and in the various states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foriegn countries or country.

(10) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein above set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the afore said business or powers, or any part or parts thereof: Provider, the same be not inconsistent with the laws under which this corporation is organized.

(11) To have such powers as areconferred upon corporations under the laws of this State.

VIII.

The Board of Directors shall have the power to adopt, alter, amend, or repeal the By-Laws as adopted, altered, amended, or repealed by the Board of Directors.

IX.

The name and post office address of the director who shall first manage the affairs of the corporation until the end of the first year of business, to wit: December 29,1997, is as follows:

Alan Lewis Beers
9986 N. Newport Hwy. #225
Spokane, Wa. 99218

The name and post office address of the incorporator of the corporation is as follows:

Alan Lewis Beers
9986 N. Newport Hwy. #225
Spokane, Wa. 99218

Malcolm C. Renner
11323 E. Valleyway Ave.
Spokane, Wa. 99206

David Deutsch
1110 W. Nebraska
Spokane, Wa. 99205

Richard Brooks
18822 Arbor Circle Ct.
Greenacres, Wa. 99016

XI.

A sale, lease, exchange, or other disposition of all or substantially all of the property and assests with or without the goodwill of this corporation may be made upon approval of 51 percent of the shareholders of this corporation.

IN WITNESS WHEREOF. These Articles have been executed this

23 day of December, 1996.

Alan L. Beers Date: 12/23/96
Alan L. Beers

Malcolm C. Renner Date: 23 Dec 96
Malcolm C. Renner

David Deutsch Date: 12-23-96
David Deutsch

Richard Brooks Date: 23 Dec 96
Richard Brooks

State of Washington)

)ss.

County of Spokane)

On this 23 day of December, 1996, before me, the below named Notary Public in and for the said County and State, personally appeared Alan L. Beers, Malcolm Renner, David Deutsch, Richard Brooks, known to me, and to be the true persons who executed the within instument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF. I have hereunto set my hand and affixed my official seal the day and year in this certificate above written.



Teri L. Cann
NOTARY PUBLIC in and for the State of
Washington, resident of Spokane. My
Commission expires: 6-10-97

Articles of Incorporation