

State of Idaho

Department of State

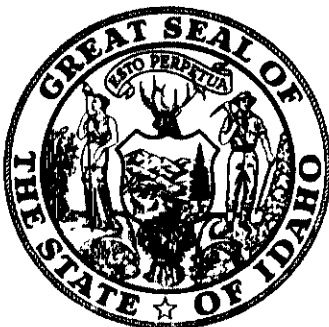
CERTIFICATE OF INCORPORATION OF

NORTH STAR BALLOON COMPANY

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: October 15, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OCT 15 1 52 PM '93

of

SECRETARY OF STATE

NORTH STAR BALLOON COMPANY

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is North Star Balloon Company.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation is organized for the purpose of conducting and transacting the business of a commercial balloon operation, promoting hot air ballooning and any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is one thousand shares of stock *at no par value*.

ARTICLE V

Provisions for the regulation of the internal affairs of the corporation shall be set forth in the by-laws of the corporation hereafter to be adopted, which by-laws may from time to time be amended.

ARTICLE VI

The address of the initial registered office of the corporation is 2105 East Freedom Lane, Meridian, Idaho. The name of its initial registered agent is Janet S. Shaw.

ARTICLE VII

The number of directors constituting the initial Board of Directors is two, whose names and addresses are:

Larry B. Shaw
2105 E. Freedom Lane
Meridian, Idaho 83642

Janet S. Shaw
2105 E. Freedom Lane
Meridian, Idaho 83642

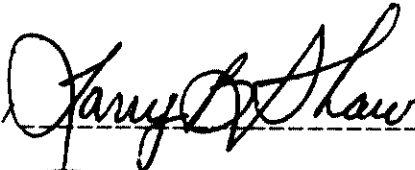
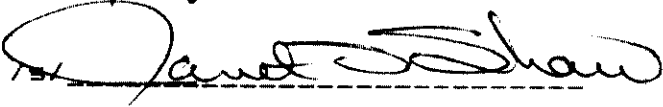
ARTICLE VIII

The names and addresses of the incorporators are:

Larry B. Shaw
2105 E. Freedom Lane
Meridian, Idaho 83642

Janet S. Shaw
2105 E. Freedom Lane
Meridian, Idaho 83642

DATED this 7th day of September, 1993.

/s/ 
/s/ 

STATE OF IDAHO
COUNTY OF BLAINE
NOTARY PUBLIC
My Comm. Expires 12/31/94