

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

WHITewater INTERNATIONAL EXPEDITIONS AND SUPPLIES, INC.

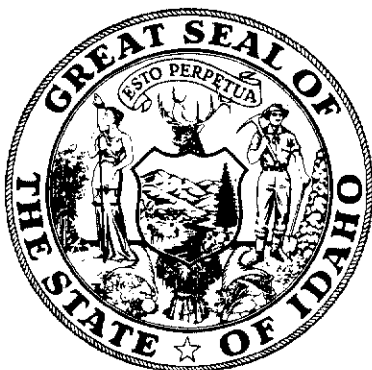
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

WHITewater INTERNATIONAL EXPEDITIONS AND SUPPLIES, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 _____, June 13, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Myra J. Clark
Corporation Clerk

ARTICLES OF INCORPORATION

OF

WHITEWATER INTERNATIONAL EXPEDITIONS AND SUPPLIES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is:

WHITEWATER INTERNATIONAL EXPEDITIONS AND SUPPLIES, INC.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is formed are:

(a) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state, or under any Act amendatory thereof or supplemental thereto or substituted therefor;

(b) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, rent, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares, merchandise and services of every kind, nature and description.

(c) To purchase for investment or resale, and to deal in, land and other property of any tenure and any interest therein, and to create, sell, or deal in, any freehold, leasehold, ground rents, and to make advances upon the securing of land, houses and other property, or any interest therein, and to generally deal in, by way of sale, lease, exchange, or otherwise land and house property and any other property, whether real or personal, wherever situated to the same extent as natural persons might or could do and without limit as to amount;

(d) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(e) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient, proper or inovative for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named or the General Powers conferred upon corporations by the Corporation Law of the State of Idaho, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which may be authorized by law.

FOURTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation are non-assessable, and as such, shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

FIFTH

The first Board of Directors shall be two in number. The number of directors of the corporation shall be specified in the by laws and such number may from time to time increased or decreased in accordance with Section 30-1-36 of the Idaho Code.

SIXTH

The names and addresses of the members of the first Board of Directors are:

Robert L. Marsh	1213 Leadville Avenue Boise, Idaho 83706
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Dana J. Osborn	1213 Leadville Avenue Boise, Idaho
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SEVENTH

The names and post office addresses of the incorporators and the number of shares subscribed for by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Robert L. Marsh	1213 Leadville Avenue Boise, Idaho 83706	12,000
Dana J. Osborn	1213 Leadville Avenue Boise, Idaho 83706	3,000

EIGHTH

The name and location of the registered agent and office of the corporation is:

Robert L. Marsh 917 Lusk St., Boise, Idaho

NINTH

The amount of capital stock of this corporation shall be and is five million (5,000,000) shares of stock of the par value of one cent (\$0.01) each, making an aggregate stock of fifty thousand dollars (\$ 50,000.00) which stock shall not be issued until fully paid for and once so issued shall be non-assessable.

TENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

ELEVENTH

Stockholders of the corporation shall have no pre-emptive nor preferential rights of subscription to any shares of stock of the corporation nor to any obligations convertible into stock of the corporation nor to obligations of the corporation convertible into stock.

IN WITNESS WHEREOF, WE have hereunto set our hands and
seals this 12 day of June, 1985.

Dana J. Osborn
Robert L. Marsh

STATE OF IDAHO) ss.
County of Ada)

On this 12 day of June, 1985, before me, the undersigned, a notary public in for said state, personally appeared ~~Robert L. Marsh~~ and Dana J. Osborn known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same, and that they were persons over the age of twenty-one years and citizens of the United States.

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

Raven Phillips
Notary Public for Idaho
Residing at: Bowen, Idaho