



**CERTIFICATE OF INCORPORATION
OF**

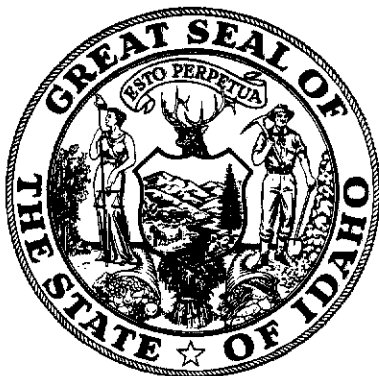
QUAIL CREEK INVESTMENTS, INC.

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.

July 17, 1987

Dated:



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. [unclear]*

ARTICLES OF INCORPORATION
of **Jul 17 4 42 PM '87**
SECRETARY OF STATE
QUAIL CREEK INVESTMENTS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the under-
signed, 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 this corporation is QUAIL CREEK INVESTMENTS,
INC.

ARTICLE II

The objects and purposes for which this corporation are
formed are:

The transaction of any or all lawful business for which
corporations may be incorporated under the Idaho Business
Corporation Act.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The location and address of the registered office of the
corporation shall be and is: 737 North 7th Street, Boise, Idaho
83702. The name and address of the registered agent is: Robert C.
Montgomery, 737 North 7th Street, Boise, Idaho 83702.

ARTICLE V

The amount of the capital stock of the corporation shall
be 10,000 shares and each share shall have no par value. Said
stock shall be and is non-assessable.

ARTICLE VI

The name and post office address of the original incorporator is:

Dennis C. Baxter
6052 Nelson Ave.
West Vancouver, B.C., Canada

ARTICLE VII

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 shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII

(a) The corporation shall not have a board of directors, but shall be run and managed directly by the shareholders. However, the corporation reserves the right at any future date to elect a board of directors if such action is deemed advisable by a majority of the shareholders.

(b) The incorporators set forth above are the only shareholders of the corporation.

ARTICLE IX

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors or shareholders of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any directors, individual or any firm of which any

director or shareholder may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation provided the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or shareholders of the corporation which shall authorize any such contract or transaction with like force and effect as if he/she were not such officer or director of such other corporation or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16 day of July, 1987.


Dennis C. Baxter

_____)
_____) ss.
_____)

DENNIS C. BAXTER, being first duly sworn, upon oath, deposes and states:

That he is the incorporator named in the above-entitled Articles of Incorporation; that he has read the foregoing Articles of Incorporation and knows the contents thereof and that the same are true as he verily believes.


Dennis C. Baxter

SUBSCRIBED AND SWORN To before me this 16th day of July, 1987.



(SEAL)

Residing at MITCHELL F. WELTERS
BARRISTER & SOLICITOR

24th FLOOR, OCEANIC PLAZA BLDG.
1066 WEST HASTINGS STREET
P.O. BOX 12534
VANCOUVER, B.C.
V6E 3X1