

State of Idaho

Department of State

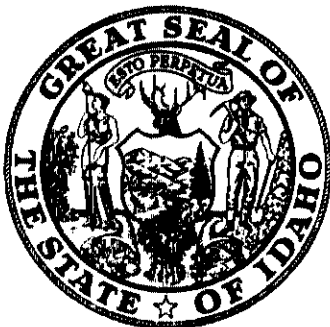
CERTIFICATE OF INCORPORATION OF

LITEBIRD AERO, 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.

Dated: September 9, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION

OF

LITEBIRD AERO, INC.

SEP 9 11 32 AM '93

SECRETARY OF STATE

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

ARTICLE I

The name of the corporation hereby formed shall be "LITEBIRD AERO, INC."

ARTICLE II

The purposes for which said corporation is formed are:

A. To manufacture, own, buy, sell, export, and deal in, both at wholesale and retail, all kinds of goods, wares, services, foods, merchandise, commodities, machinery, instruments, tools, supplies and products, and generally to engage in any mercantile, manufacturing, trading, service or brokerage business of any kind or character, not contrary to law, within or without the State of Idaho, and to do all things incidental to any such business.

B. To engage in and conduct the business of research and manufacturing in all fields: to carry on investigations and experiments and manufacturing of all kinds: to originate, develop, improve, record, and preserve any discoveries, inventions, processes, formulae, and improvements of any kind: to manufacture, build, lease, acquire, own, hold, use, maintain, improve, and operate laboratories, factories, offices, structures, and works of all kinds: to build, test, manufacture, and market prototypes and products of all kinds: to manufacture, purchase, acquire, own, hold, use, deal in, sell, and dispose of any articles, materials, machinery, equipment, and property used for or in connection with the business of the corporation.

C. To acquire, own, hold, and operate under licenses, privileges and franchises from the government of any state, Municipality or nation or any agency or instrumentality thereof.

D. To cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, reorganization or liquidation of any corporation, association or entity in the United States of America or abroad.

E. To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business that the corporation is authorized to carry on or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of the corporation.

F. To acquire by purchase or lease, or otherwise, land and interests in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any land owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any plants, stores, warehouses, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by the corporation.

G. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being

a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

H. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

I. To appoint agents, subagents, and salesmen, and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

J. To acquire by purchase or otherwise and hold, sell, convey, encumber, or transfer all kinds of real and personal property of every kind and description required in connection with the conduct of the business of the corporation.

K. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situated out of this state.

L. To acquire the good will, rights, and property and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or organization; to pay for the good will, rights, property and assets in cash, the stock of this corporation or bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary and expedient in and about the conduct and management of such business.

M. To apply for, purchase, register, or in any manner to acquire, and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, products, improvements, processes, labels, designs, brands, and/or other rights, and to work, operate, or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

N. To have, exercise and enjoy all of the powers now or hereafter granted to corporations under the State of Idaho, and particularly all of the powers granted to corporations by Title 30, Chapter 1 of the Idaho Code, and any present and/or future amendments thereto, and to any lawful act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforesaid objects and purposes

O. All of the foregoing provisions of this Article II are to be construed as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the Corporation Laws of the State of Idaho, and/or laws of the State of Idaho, now or hereafter existing may not, at any time, lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise provided, in nowise be limited or restricted by reference or inference from the terms of any other clause or paragraph in this Article contained, or of any other provisions of these Articles of Incorporation.

ARTICLE III

The corporation is to have perpetual existence.

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ARTICLE IV

The location and post office address of the corporation's registered office shall be 4717 Airport Road, in the city of Nampa, County of Canyon, State of Idaho, and the corporation shall have such other places of business as the Board of Directors may in the by-laws or by resolution designate.

Registered Agent: William Daniel Henry

ARTICLE V

The amount of authorized capital stock of this corporation shall be \$300,000.00, divided into 3,000,000 shares of the par value of \$.10 each, and all of said stock shall be common stock. All of the voting rights in the corporation shall reside in the said capital stock. There shall be no stock without par value. The capital stock of this corporation shall not be assessable. It shall be issued as fully paid, and the private property of the stockholder shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE VI

Shareholders WDH

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

NAME & ADDRESS	SHARES	TYPE	AMOUNT
William Daniel Henry 4805 Airport Road Nampa, Idaho 83687	50,000	Common	\$5,000.00
Daniel C. Shira 5259 S. Dakota Boise, Idaho 83709	50,000	Common	\$5,000.00
Rickey J. Williams 7102 Ravenwood Boise, Id. 83709	25,000	Common	\$2,500.00
Robert B. Eddy 323 E. Michigan St. Nampa, Id. 83686	25,000	Common	\$2,500.00

ARTICLE VII

The number of directors comprising the Board of Directors shall be as provided in the by-laws, and during their term of office or thereafter the number of directors may be increased or decreased from time to time as provided by the by-laws; provided however, that the number of directors constituting a board shall not be less than three (3) nor more than nine (9), all of whom shall be of legal age. The directors of the corporation need not be stockholders in the corporation.

ARTICLE VIII

Except for qualifying shares, all stock issued after the original issue by the corporation shall be offered pro rata to the owners of said stock in proportion to the amount of stock issued and outstanding immediately prior to such issue. All existing owners of stock shall have the right of thirty (30) days to purchase their proportionate share of such stock as may be issued by the corporation. The requirements of this article may be waived in writing by the owners of all of the issued and outstanding stock of the corporation.

ARTICLE IX

These Articles of Incorporation shall be amended only by the concurring vote of not less than a majority of the issued and outstanding stock.

ARTICLE X

The Board of Directors by a majority vote shall have power to adopt such by-laws and rules as may be necessary in its judgment for the management of the affairs of this corporation. The Board of Directors by a majority vote shall have the power to repeal and amend the by-laws and to adopt new by-laws.

ARTICLE XI

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall be in any way affected 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; any director individually, or any firm of which such director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the 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; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not interested.

ARTICLE XII

The initial directors of LITEBIRD AERO, INC. ARE:

William Daniel Henry, 4805 Airport Road, Nampa, Idaho, 83687

Daniel C. Shira, 5259 S. Dakota, Boise, Idaho, 83709

Robert B. Eddy, 323 E. Michigan, Nampa, Idaho, 83686

The name of the incorporator shall be William Daniel Henry

William Daniel Henry
Sept. 9, 1923