

ARTICLES OF INCORPORATION
OF
Golden Genesis Ltd.

FILED

JAN 22 1 04 PM '98

PREAMBLE

SECRETARY OF STATE
STATE OF IDAHO

The undersigned incorporator(s) adopt the following Articles of Incorporation for the purpose of forming a corporation under the provisions of the Idaho Corporation Act. It is the intent and purpose of the incorporator(s), by and through these Articles of Incorporation and the Bylaws of Golden Genesis Ltd., to conduct transactions of any or all lawful business for which corporations may be incorporated throughout Idaho, other states, and internationally.

FIRST

The name of the corporation is **Golden Genesis Ltd.** and its existence shall be perpetual.

SECOND

This corporation is a corporation organized and created under the Idaho Business Corporation Act.

THIRD

The purpose of the corporation is to create a conceptual setting and organizational structure associated with travel, recreation, entertainment, resorts, golf, all types of sports or sporting events, on land, sea, and in the air.

FOURTH

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors as directors, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in these Articles.

FIFTH

IDAHO SECRETARY OF STATE

The aggregate shares, which the corporation shall have authority to issue, are one million (1,000,000) shares of non-assessable Common Stock.

CK: 1113 LCT: 93849 PH: 75185

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SIXTH

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 purposes of paying expenses, conducting business, or paying debts of the corporation.

SEVENTH

The Board of Directors shall manage the affairs and assets of the corporation. The qualifications and manner of election of directors shall be prescribed in the Bylaws. Existing directors may elect successor directors to vacancies occurring between the annual meeting of shareholders.

EIGHTH

The number of directors constituting the board of directors shall consist of no less than three (3) no more than five (5). The name and address of the person who is to serve as Director until the first annual shareholders meeting or until her successor is elected and shall qualify is:

NAME

Tamara Watson

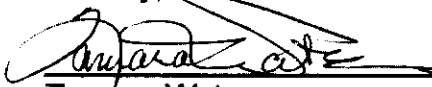
ADDRESS

Imperial Plaza 200 N. 3rd St. Suite 405 Boise, Idaho 83702

NINTH

The address of the corporation's initial registered office is Imperial Plaza 200 N. 3rd St. Suite 405 Boise, Idaho 83702. The name of its initial registered agent at such office is Tamara Watson.

IN WITNESS WHEREOF, the Incorporator(s) have signed these Articles of Incorporation of Golden Genesis Ltd. this 22 day of January, 1998.



Tamara Watson