

FILED

**ARTICLES OF INCORPORATION
OF
SPIRIT AIR, INC.**

99 JAN 19 AM 8:48
CLERK OF DISTRICT
STATE OF IDAHO

The undersigned, acting as incorporator of the corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is SPIRIT AIR, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The initial registered agent is JoAnn Wolters. The address of the initial registered office of the corporation is R.R. 1, Box 101-AB, Miller Lane, Salmon, ID 83467.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, without par value.

SIXTH: The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
JoAnn Wolters	P.O. Box 698 Salmon, ID 83467
Daniel Schroeder	P.O. Box 698 Salmon, ID 83467

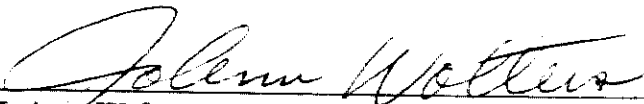
SEVENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
JoAnn Wolters	P.O. Box 698 Salmon, ID 83647

IDAHO SECRETARY OF STATE
01/19/1999 09:00
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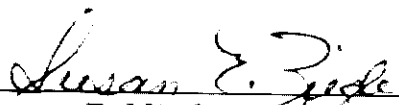
DATED: January 14, 1999.


JoAnn Wolters, Incorporator

STATE OF IDAHO)
) SS
County of Lemhi)

On this 14th day of January, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared JOANN WOLTERS, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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


Notary Public for Idaho
Residing at Salmon, Idaho
Commission Expires: 9-4-99