

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

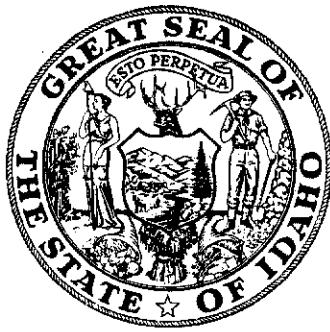
TRESHOW, INC.

File number C 117028

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: November 4, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By Sonya Herold

Nov 1 8 49 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

Nov 4 220 PM '96

SECRETARY OF STATE
STATE OF IDAHO

TRESHOW, INC.
an Idaho Corporation

110 @ 100.00 = 100.00
111 CORP
112 DR #: 1926 CUST# 72004
113 DATE 11/01/1996 0900 36353
114 IDAHO SECRETARY OF STATE

We, the undersigned being natural persons of more than twenty-one (21) years of age, acting as incorporators of a corporation pursuant to the provision of the Idaho Business Corporation Act, hereby enter into the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be TRESHOW, INC.

ARTICLE II

DURATION

The corporation shall exist perpetually, or until dissolved by law.

ARTICLE III

PURPOSES

The purpose for which the corporation is formed is to consult, develop and conduct business in the area of entertainment and entertainment consulting and management and development of retail sales, entertainment and recreational services, property management, ownership and development and all related matters.

Nov 4 2 18 PM '96

From: Paul K. Treshow Fax: 801-273-0503 Voice: 801-273-0503
NOV-04-1996 13:47

To: Sally at Idaho Secretary of State
LAW OFFICE

Page 2 of 2 Monday, November 04, 1996 1:56:21 PM
SECRETARY OF STATE P.03
STATE OF IDAHO

ARTICLE IV

CAPITALIZATION

The Corporation shall have one (1) class of shares only and the aggregate number of shares which the corporation shall have the authority to issue is 50,000 shares with no par value, each of which shall have equal voting rights. Every stockholder of the corporation shall have preemptive rights to acquire additional shares issued by the corporation. The shares shall not be publicly traded or offered unless these Articles are properly amended. After the shares are issued, the issued shares shall be subject to restrictions granting to the Corporation an option to purchase the shares before the shares can be sold, transferred or pledged to any other person.

ARTICLE V

PAID-IN CAPITAL

The corporation shall commence business on or about January 1, 1997 and until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been paid into it as consideration for the issuance of shares.

ARTICLE VI

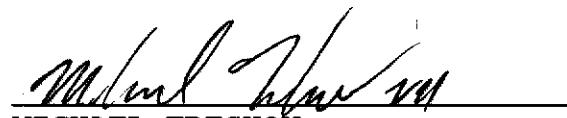
REGISTERED OFFICE & BUSINESS OFFICE

The registered office and initial business office shall be 26 Peregrine, (P.O. BOX 5764) Ketchum, Idaho 83340.

REGISTERED AGENT & ACCEPTANCE OF REGISTERED AGENT

The name and residence address of the initial registered agent at such address is MICHAEL TRESHOW, VII, 26 Peregrine, Ketchum, Idaho 83340. The registered agent hereby accepts the position of registered agent and agrees to notify the appropriate agency if his address changes before he resigns in writing as the registered agent of the corporation.

DATED this 23 day of OCTOBER, 1996.


MICHAEL TRESHOW
Registered Agent

ARTICLE VII

INCORPORATORS AND DIRECTORS

INCORPORATORS

The names and residence addresses of the incorporators are:

PAUL KENT TRESHOW, Incorporator
1697 East Woodbridge Drive, #6
Salt Lake City, Utah 84117

VALORA PRENTICE TRESHOW, Incorporator
1551 East 4160 South
Salt Lake City, Utah 84124

KENNETH FRANKLIN TRESHOW, Incorporator
2075 Sea View Avenue
Del Mar, California 92014

DIRECTORS

The internal affairs of the corporation shall be managed by a BOARD OF DIRECTORS which shall have three directors. The names and residence 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 as follows:

PAUL KENT TRESHOW, Director
1697 East Woodbridge Drive, #6
Salt Lake City, Utah 84117

VALORA PRENTICE TRESHOW, Director
1551 East 4160 South
Salt Lake City, Utah 84124

KENNETH FRANKLIN TRESHOW, Director
2075 Sea View Avenue
Del Mar, California 92014

ARTICLE VIII

OFFICERS

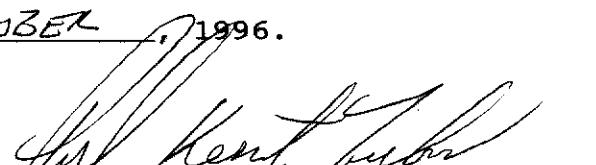
The Officers of the corporation shall serve through the 1997 year or until replaced shall be:

President: PAUL KENT TRESHOW
1697 East Woodbridge Drive, #6
Salt Lake City, Utah 84117

Vice President: KENNETH FRANKLIN TRESHOW
2075 Sea View Avenue
Del Mar, California 92014

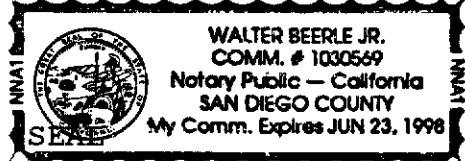
Secretary/Treasurer: VALORA PRENTICE TRESHOW
1551 East 4160 South
Salt Lake City, Utah 84124

DATED this 28 day of OCTOBER, 1996.


PAUL KENT TRESHOW,
President

STATE OF California)
: ss.
COUNTY OF San Diego)

On the 24 day of October, 1996, personally appeared before me PAUL KENT TRESHOW who, being first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.



Walter Beerle
NOTARY PUBLIC

DATED this 24 day of October, 1996.

Kenneth D. Treshow
KENNETH FRANKLIN TRESHOW,
Vice President

STATE OF CALIFORNIA)
: ss.
COUNTY OF _____)

On the _____ day of _____, 1996, personally appeared before me KENNETH FRANKLIN TRESHOW who, being first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

NOTARY PUBLIC

SEAL

DATED this 28th day of October, 1996.

Valora Prentice Treshow
VALORA PRENTICE TRESHOW,
Secretary/Treasurer

STATE OF UTAH)
: ss.
COUNTY OF _____)

On the _____ day of _____, 1996, personally
appeared before me VALORA PRENTICE TRESHOW who, being first duly
sworn, severally declared that they are the persons who signed
the foregoing document as incorporators and that the statements
therein contained are true.

NOTARY PUBLIC

SEAL