

FILED EFFECTIVE**ARTICLES OF INCORPORATION
OF
REDBACK TRAVELS, LTD.**

2007 OCT 23 PM 1:44

SECRETARY OF STATE
STATE OF IDAHO

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

I.

The name of the corporation is Redback Travels, Ltd.

II.

The period of its duration is perpetual.

III.

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

IV.

The street and mailing addresses of the initial registered office of the corporation are 120 East Avenue, Ketchum, Idaho and P. O. Box 987, Ketchum, Idaho 83340 respectively, and the name of its initial registered agent at such addresses is James P. Speck.

V.

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares, all of which shall be common stock with no par value per share, to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

VI.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

C 175567

NAME

Ashley Wright Ruback

Ryan Michael Redman

MAILING ADDRESS1389 SW Taylors Ferry Court
Portland, OR 97219210 W. Cottonwood Street
Hailey, Idaho 83333

The number of directors of the corporation shall be fixed from time to time by or in the manner provided in the bylaws, but the number thereof shall never be fewer than two(2).

VII.

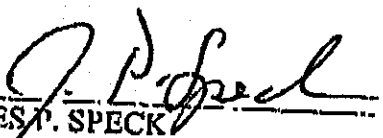
The name and mailing address of the Incorporator is:

NAME

James P. Speck

MAILING ADDRESSP.O. Box 987
Ketchum, ID 83340

DATED this 22 day of October, 2007.


 JAMES P. SPECK

STATE OF IDAHO)

County of Blaine)

ss.

I, _____, a notary public, do hereby certify that on this _____ day of October, 2007, personally appeared before me James P. Speck, who, being by me first duly sworn, declared that he is the Incorporator of Redback Travels, Inc., that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.

Notary Public for Idaho

Residing at: _____

Commission expires: _____