

State of Idaho

Department of State

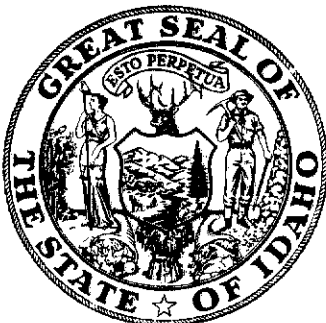
CERTIFICATE OF INCORPORATION OF

MOUNTAIN RIVER ENTERTAINMENT, INC.
File number C 119434

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: May 8, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley Davis*

ARTICLES OF INCORPORATION
OF
MOUNTAIN RIVER ENTERTAINMENT, INC.

97 MAY -8 AM 9:00
SECRETARY OF STATE
STATE OF IDAHO

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

ARTICLE I

NAME

The name of this corporation shall be Mountain River Entertainment, Inc.

ARTICLE II

PURPOSE

The purpose(s) for which this corporation is organized are:

- (1) To engage in the business of managing and operating a business of public entertainment including wagon rides, sleigh rides, dining, music, comedy, and anything incidental thereto.
- (2) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as 98 North 5050 East, Ririe, Idaho 83443. The name of the registered agent is Julie Connaughton, at that address.

IDAHO SECRETARY OF STATE
DATE 05/08/1997
0900 90702 2
CK #: 17966 CUST# 76483
CORP 10 100.00= 100.00

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ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

CAPITAL

The capital shall be evidenced by 10,000 shares having no par value. This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

Such stock is, and shall remain, nonassessable.

ARTICLE VI

NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

ARTICLE VII

AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

CAPITAL STOCK

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT OF STOCK SUBSCRIBED</u>
Julie Connaughton	98 North 5050 East Ririe, ID 83443	1
Mike Connaughton	98 North 5050 East Ririe, ID 83443	1

ARTICLE IX

NAME AND ADDRESS OF INITIAL BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Julie Connaughton	98 North 5050 East Ririe, ID 83443
Mike Connaughton	98 North 5050 East Ririe, ID 83443

ARTICLE X

NAME AND ADDRESS OF INCORPORATOR

Julie Connaughton	98 North 5050 East Ririe, ID 83443
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IN WITNESS WHEREOF, I have hereunto set my hand and seal in duplicate originals this

2 day of May 1997.

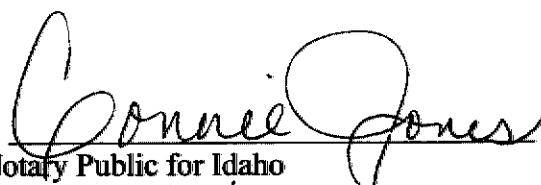


 JULIE CONNAUGHTON

STATE OF IDAHO)
) ss
County of Jefferson)

I, Connie Jones, a notary public, do hereby certify that on this 2nd day of May, 1997, personally appeared before me JULIE CONNAUGHTON who, being by me first duly sworn, declared that she is the president of MOUNTAIN RIVER ENTERTAINMENT, INC., that she signed the foregoing document as president of the corporation, and that the statements therein contained are true.

(Seal)


Notary Public for Idaho
Residing at: Rigby
My Commission Expires: 1-18-2000