



CERTIFICATE OF INCORPORATION
OF

PROFESSIONAL LEARNING EXPEDITIONS, INC.

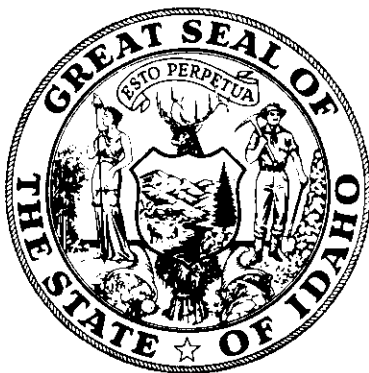
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PROFESSIONAL LEARNING EXPEDITIONS, INC.

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: July 12, 1984



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Denise Heier*

ARTICLES OF INCORPORATION
OF
PROFESSIONAL LEARNING EXPEDITIONS, INC.

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SECRETARY OF STATE

KNOW ALL PERSONS BY THESE PRESENTS:

That we, the undersigned, all full age citizens of the United States, and the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a business corporation under the laws of the State of Idaho, and in particular in conformity with Chapter 1 of Title 30 of the Idaho Code, and to that end, we do hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be PROFESSIONAL LEARNING EXPEDITIONS, INC..

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The purpose for which this corporation is organized is to

transact any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho, and in particular under Chapter 1 of Title 30 of the Idaho Code.

ARTICLE IV.

The aggregate number of shares which the corporation shall have the authority to issue is ONE HUNDRED (100). All such shares shall consist of, and be in one and the same class. The par value of each such share shall be ONE DOLLAR (\$1.00).

ARTICLE V.

Transfer of all shares shall be restricted. No share or shares may be transferred to any person other than the below named incorporators, without such shares first being offered for sale to the other below named incorporator, at a cost per share not to exceed ten times the stated par value. The offer to sell such shares to the remaining incorporator shall require that one half of the total price of the shares to be sold shall be paid as a down payment, and the remaining deferred purchase price shall bear interest at the rate of TEN PERCENT (10%) per annum, and shall be amortized over one year. Shares which are offered for sale by any share holder to the remaining share holder, but not purchased by him or her, may be sold to any other person or

entity.

ARTICLE VI.

The address of the corporation's initial registered office shall be 802 N. 3rd Street, Suite # 11 , McCall, Idaho, 83638 and Philip H. Gordon shall be the initial registered agent at such address.

ARTICLE VII.

The Board of Directors of this Corporation shall, at all times, consist of between two (2) and five (5) directors. The initial Board of Directors shall consist of two directors.

The names and addresses of the persons who shall serve as directors until the first annual meeting of share holders, or until their successors are elected and qualified are as follows:

- 1) Philip H. Gordon P.O. Box 1719 McCall, Idaho 83638
- 2) Michelle Morrison P.O. Box 1719 McCall, Idaho 83638

ARTICLE VIII.

There are two persons who are incorporating this corporation.

Their names and addresses are as follows:

a) Philip H. Gordon P.O. Box 1719 McCall, Idaho 83638

b) Michelle M. Morrison P.O. Box 1719 McCall, Idaho
83638

ARTICLE IX.

These Articles may be amended from time to time, in any manner permitted or authorized by law, by a favorable vote of the holders of a majority of the shares issued. The procedure for adopting amendments shall be such as complys with the provisions of the Idaho Code and specifically with the provisions of Idaho Code, Section 30-1-59 or any successor statute.

ARTICLE X.

Voting may be by proxy, where such proxy is in a writing, dated and duly executed; PROVIDED HOWEVER, that no such proxy shall be valid beyond six months after its execution.

ARTICLE XI.

The initial by-laws of the corporation shall be adopted by the

initial Board of Directors. The power to alter, amend or repeal the by-laws or adopt new by-laws, subject to repeal or change by action of the share holders, is vested in the Board of Directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

IN WITNESS WHEREOF, WE, PHILIP H. GORDON and MICHELLE M. MORRISON, being all of the incorporators herein above named, have hereunto set our respective hands as of this 11th day of July, 1984.



PHILIP H. GORDON



MICHELLE M. MORRISON