

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SOLES INTERNATIONAL, 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 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 26, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson

Corporation Clerk

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**ARTICLES OF INCORPORATION
OF
SOLEE INTERNATIONAL, INC.**

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 Solee International, Inc.

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 480 North Washington, Ketchum, Idaho, and Post Office Box 103, Sun Valley, Idaho, 83353 respectively, and the name of its initial registered agent at such addresses is Alberto Uranga.

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 a par value of \$1.00 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.

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and mailing address of the person who is to serve as director until the first annual meeting of shareholders, or until a successor is elected and shall qualify, is:

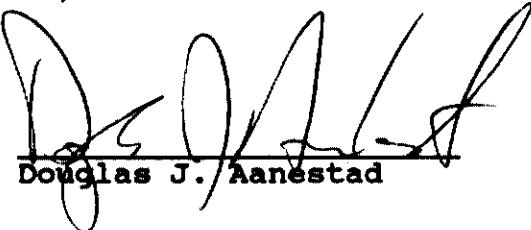
NAME	MAILING ADDRESS
Alberto Uranga	Post Office Box 5929 Ketchum, ID 83340

VII.

The name and mailing address of the Incorporator is:

NAME	MAILING ADDRESS
Douglas J. Aanestad	Post Office Box 987 Ketchum, ID 83340

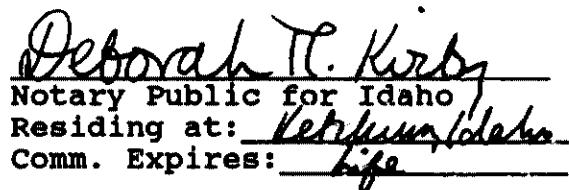
DATED this 25th day of November, 1991.



Douglas J. Aanestad

STATE OF IDAHO)
) ss.
County of Blaine)

I, Deborah T. Kirby, a notary public, do hereby certify that on this 25th day of November, 1991, personally appeared before me Douglas J. Aanestad, who, being by me first duly sworn, declared that he is the Incorporator of Solee International Incorporated, that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.



Deborah T. Kirby
Notary Public for Idaho
Residing at: Ketchum, Idaho
Comm. Expires: life

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November 25, 1991

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