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Department of State.

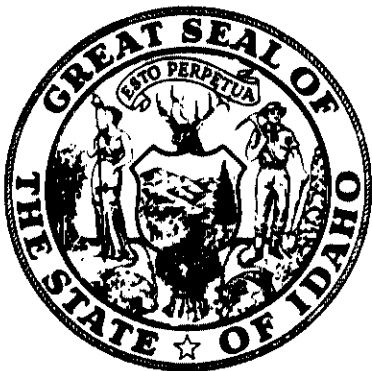
**CERTIFICATE OF AUTHORITY
OF**

BARKEN INTERNATIONAL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **BARKEN INTERNATIONAL, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **BARKEN INTERNATIONAL, INC.** to transact business in this State under the name **BARKEN INTERNATIONAL, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated July 23, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Barken International, Inc.

2. The name which it shall use in Idaho is Barken International, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Utah

4. The date of its incorporation is 8/12/75 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

369 North 2370 West Salt Lake City, Utah 84116

6. The address to which correspondence should be addressed, if different from that in item 5.

Box 22269 AMF Salt Lake City, Utah 84122

7. The street address of its proposed registered office in Idaho is Friedman Memorial Airport Hailey, Idaho, and the name of its proposed

registered agent in Idaho at that address is Wayne Werner

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Aircraft Charter Service

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Barbara Hepner</u>	<u>President</u>	<u>369 N. 2370 W. SLC, Utah 84116</u>
<u>Kenneth L. Hepner</u>	<u>V. President</u>	<u>same</u>
<u>Jodee Morgan</u>	<u>Sec./Treas.</u>	<u>same</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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(continued on reverse)

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho. **Yes**

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: July 16, 1990

Barken International, Inc.
(Corporation Name)

By Barbara Hepner
Its President/Vice President (please specify)

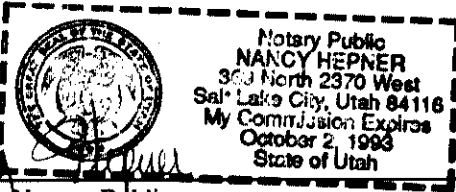
and _____
Its Secretary/ Assistant Secretary (please specify)

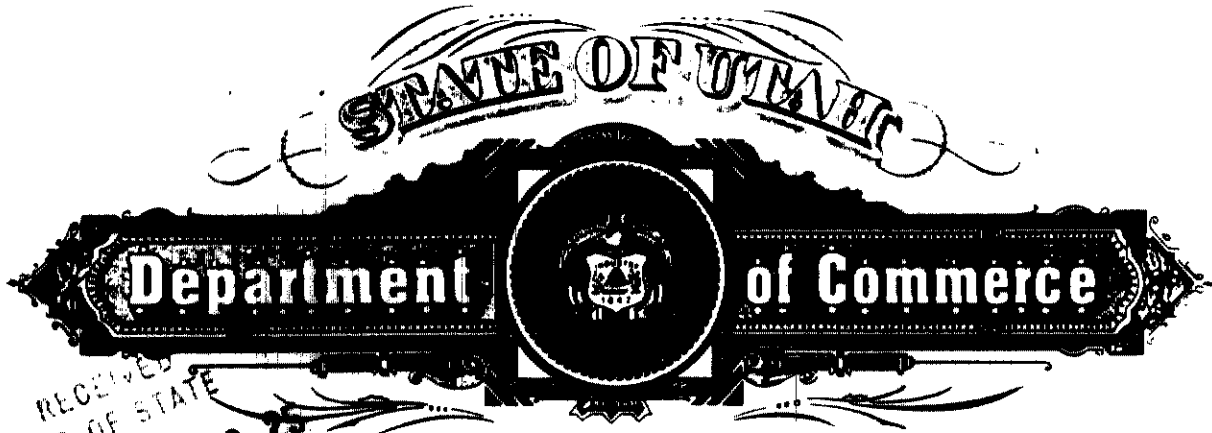
STATE OF Utah)
COUNTY OF Salt Lake) ss:

I, Nancy Hepner, a notary public, do hereby certify that on this 20th day of July, 19 90, personally appeared before me Barbara Hepner, who being by me first duly sworn, declared that (s)he is the Pres. of Barken Intl.

that (s)he signed the foregoing document as _____ of the corporation and that the statements therein contained are true.

Nancy Hepner
Notary Public





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The Utah Division of Corporations and Commercial Code certifies that

BARKEN INTERNATIONAL, INC.
bearing file number 066358, is a Utah Corporation and qualified to business in
the State of Utah.

A certificate of such incorporation was issued from this office on the 12th day
of AUGUST, 19 75 and said corporation is in GOOD STANDING.

AS APPEARS OF RECORD IN THE DIVISION OFFICE.



Dated this 20th day
of JULY, 19 90.

Peter Van Alstyne
Director, Division of
Corporations and Commercial Code