



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

THE HOUSE OF TRAVEL, LTD. OF POCA TELLO, IDAHO

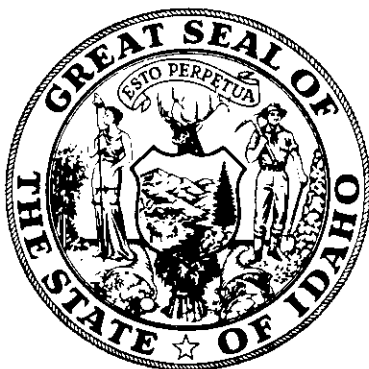
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

THE HOUSE OF TRAVEL, LTD. OF POCA TELLO, IDAHO

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 24, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

JUL 24 8 41 AM '84
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

THE HOUSE OF TRAVEL, LTD. OF POCAHELLO, IDAHO

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

FIRST: The name of the corporation is THE HOUSE OF TRAVEL, Ltd. of Pocahello, Idaho

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

1. To engage in, conduct, promote, advertise, and carry on a travel service business, including arranging, planning, and booking of world wide passenger transportation, making reservations at hotels and resorts, making land arrangements for tours and local transportation and conducting tours, on a commission basis or on a buy, sell, or charter basis.

2. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock, of no par value.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are: any of the shares of stock of this corporation may not be sold, transferred, or exchanged, by any incorporator or any shareholder of this corporation without the remaining shareholders of this corporation having been first offered the opportunity to purchase said shares of stock, or if said shareholders do not wish to purchase said shares of stock, the corporation then having the first right to purchase said shares of stock, both having the right to purchase at a price equal to the selling shareholder's pro rata share of the total issued shares of stock of the company, based upon ten percent (10%) of the previous year's gross sales, or the prevailing guideline for determining the value of a travel agency and the shares thereof at the time of sale, or at a price equal to any valid, legitimate offer received by the seller of said stock from a third party and according to the same

terms and conditions of the offer received by the seller of the stock. If a third party offers a purchase price to the selling shareholder higher than what the selling shareholder could achieve by selling his stock to the remaining shareholders or the company, and the remaining shareholders and the company choose not to exercise their option rights to purchase, the third party desiring to purchase the selling shareholder's shares of stock shall be required, as a condition precedent to said purchase, if the remaining shareholders or the company so choose, to purchase the outstanding shares of the remaining shareholders, at the same price and upon the same terms as that offered the selling shareholder. The stock shall be purchased by the remaining shareholders according to the percentages of outstanding stock that each of said shareholders shall own at the time of the sale. In the event that said shareholder does not wish to exercise his right to purchase said stock according to the percentage of issued stock owned by him, then the remaining shareholders shall have the right to repurchase said stock according to their remaining pro rata interest.

SIXTH: The incorporators, Richard Stoor and Judy Stoor, shall have the absolute and sole right to form successive corporations under the name The House of Travel, Ltd. for individual agencies within different towns within the State of Idaho and elsewhere. Only the incorporators, Richard Stoor and Judy Stoor shall have the right to incorporate under The House of Travel, Ltd., and said right shall not apply to any other incorporator or shareholder of said corporation without the written consent of Richard Stoor and/or Judy Stoor. The execution of these Articles of Incorporation constitutes a consent by all incorporators and shareholders to the right of Richard and Judy Stoor to form successive corporations under the name of The House of Travel, Ltd., or similar names. Should said incorporators, Richard Stoor and Judy Stoor, choose to incorporate under the name The House of Travel, Ltd. in other areas of the State, said corporate name shall be distinguished by the designation of the geographical area as part of the corporate name in which the new corporation is to be located. The incorporators Richard Stoor and/or Judy Stoor shall also have the right to the use of any trademark, servicemark, mark, or tradename established by The House of Travel, Ltd., or other corporations established by them in the State of Idaho or elsewhere under the name The House of Travel, Ltd.

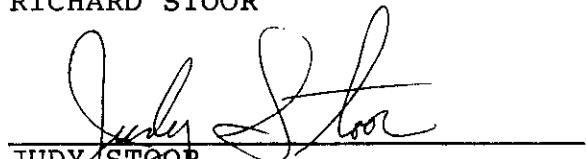
SEVENTH: The address of the initial registered office of the corporation is: Airport, Star Route, Pocatello, Idaho 83202. The name of the corporation's initial registered agent at such address is: Richard Stoor.

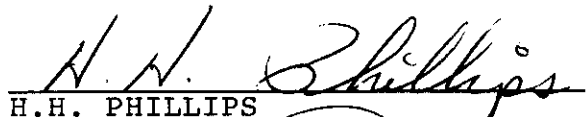
EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is four (4), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

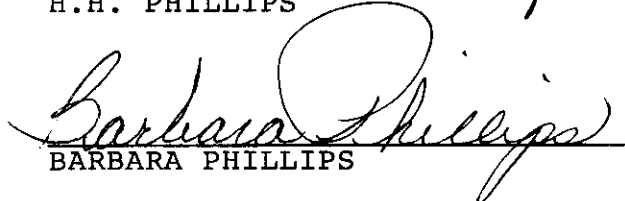
<u>NAME</u>	<u>ADDRESS</u>
Richard Stoor	Rural Route Box 1110 Bancroft, Idaho 83217
Judy Stoor	Rural Route Box 1110 Bancroft, Idaho 83217
H.H. Phillips	Rural Route #1 Inkom, Idaho 83245
Barbara Phillips	Rural Route #1 Inkom, Idaho 83245

IN WITNESS WHEREOF, we hereunto set our hands and seals this 11 day of July, 1984.


RICHARD STOOR


JUDY STOOR


H.H. PHILLIPS


BARBARA PHILLIPS

JUL 24 8 41 AM '84
SECRETARY OF STATE

Pocatello, Idaho 83201
January 6, 1984

Idaho Secretary of State
State House
Boise, ID 83701

Re: House of Travel, Inc.

Gentlemen:

I am the President of House of Travel, Inc., an Idaho corporation incorporated in 1977. We are in the process of liquidating the corporation and have sold certain of the assets.

Be advised that, pursuant to Idaho Code §30-1-8, I do hereby consent to the use by Richard Stoor and Judy Stoor, of a corporate name such as The House of Travel Limited, House of Travel Limited, or a similar name for a corporation formed or to be formed by them.

Sincerely,



Jeanette Chilton Wollinka,
President
The House of Travel, Inc.