

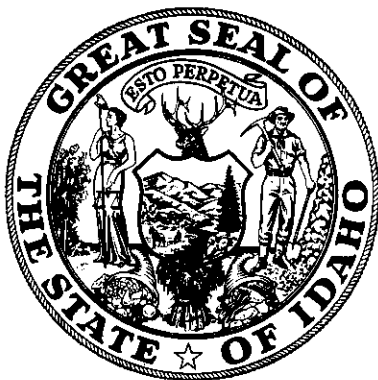
**CERTIFICATE OF INCORPORATION
OF**

FUN TICKETS, 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: December 30, 1985



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

DEC 30 12 38 PM '85

OF

SECRETARY OF STATE

FUN TICKETS, INC.

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being a natural person of full age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Business Corporation Act, Idaho Code §30-1-1, et seq., and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

I.

The name of the corporation shall be FUN TICKETS, INC.

II.

The corporation shall have a perpetual existence.

III.

The purpose for which this corporation is formed is to engage in such lawful business endeavors as the Board of Directors may from time to time determine to be in the best interests of the corporation.

IV.

The location and post office address of the registered office of the corporation shall be 515 S. 6th Street, Boise, Idaho 83702. The name of the registered agent of the corporation who may be found at that address is Charles W. Fawcett.

V.

The amount of the capital stock of this corporation shall be and is 5,000 shares of common stock, each with a par value of \$1.00, making an aggregate stock of \$5,000.00, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

VI.

The name and post office address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles W. Fawcett	515 S. 6th Street P.O. Box 700 Boise, Idaho 83701

VII.

The names and post office addresses of the initial directors of the corporation, appointed by the incorporator to serve until the first election of directors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles W. Fawcett	515 S. 6th Street P.O. Box 700 Boise, Idaho 83701
Thomas D. Owens	9075 N. 47th Drive Glendale, Arizona 85302
Robert K. Johnson	10236 Bell Road Sun City, Arizona 85373

VIII.

The property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assignment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

IX.

The number of directors of the corporation shall be as specified in the Bylaws, provided that the number of directors of the corporation shall not be fewer than the number required by the provisions of the Idaho Business Corporations Act, Idaho Code Section 30-1-101, et seq. In case the Board of Directors amends the Bylaws of the corporation so as to increase the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until their successors, as elected at the next annual meeting of the stockholders, are qualified.

X.

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchise, may be made by the board of directors after authorization by the shareholders upon such terms and conditions as the Board may deem expedient and for the best interests of the corporation.

XI.

The board of directors is expressly authorized to repeal and amend the bylaws of the corporation and to adopt new bylaws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, in the manner now or hereafter prescribed by law, by a vote of the stockholders at any stockholder meeting except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of December, 1985.



CHARLES W. FAWCETT

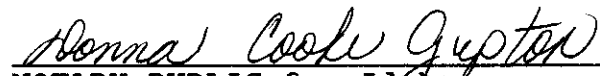
"Incorporator"

STATE OF IDAHO)
) ss.
County of Ada)

On this 30th day of December, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared CHARLES W. FAWCETT, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same, and that he is a person over the age of eighteen (18) years and a citizen of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(Seal)



NOTARY PUBLIC for Idaho
Residing at Boise, therein.