



Department of State.

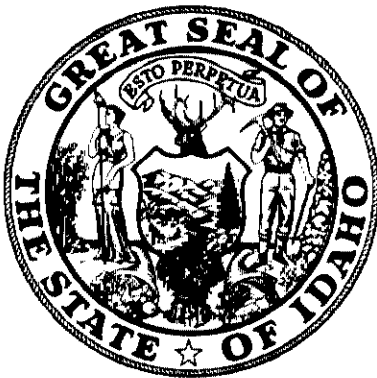
**CERTIFICATE OF INCORPORATION
OF**

RESORT SPORTS, 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: **October 23, 1986**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Shirley L. ...*

ARTICLES OF INCORPORATION

RESORT SPORTS, INC.

I, the undersigned natural person of the age of 18 years or more, acting as incorporator of a corporation under the General Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be RESORT SPORTS, INC..

ARTICLE II

The corporation shall exist perpetually, unless sooner dissolved or disincorporated according to law.

ARTICLE III

The purpose or purposes for which the corporation is organized shall be to operate wholesale sales, and to own, use, buy, sell, lease, hire and deal in and with all articles of property and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized in the State of Idaho.

ARTICLE IV

The corporation shall have authority to issue a total of One Thousand (1000) shares of capital stock all of

which shares shall be of one class of no par value and shall be designated as Common Stock.

ARTICLE V

The address of the initial registered office of the corporation shall be 407 Leadville, #8, (Ketchum, Idaho), Post Office Box 502, Sun Valley, Idaho 83353, and the name of its initial registered agent at such address is Sean McCoy.

ARTICLE VI

The name and address of the person to serve on the initial Board of Directors until the first annual meeting of stockholders or until successors are elected and shall qualify is: Sean McCoy, Post Office Box 502, Sun Valley, Idaho 83353.

ARTICLE VII

The corporation shall have all powers enumerated under the General Business Corporations law, and those set forth in the By-Laws of the corporation.

ARTICLE VIII

The number of directors of the corporation shall be fixed from time to time by its By-Laws and may be increased or decreased as therein provided.

ARTICLE IX

The name and address of each incorporator is:
Sean McCoy, Post Office Box 502, Sun Valley, Idaho 83353.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators hereinbefore named, do hereby make this

certificate for the purpose of forming a corporation pursuant to the General Business Corporation's Law of the State of Idaho, and do hereby certify that the facts hereinbefore set forth are true and correct and have accordingly hereunto set our hands and seals this 22nd day of October, 1986.


SEAN MCCOY


STATE OF IDAHO)

) ss.

COUNTY OF BLAINE)

On this the 22nd day of October, 1986, before me the undersigned Notary Public, personally appeared SEAN MCCOY known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.


Notary Public for Idaho
Residing at: