

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SMISCHNEY-GRAY, INC.
File number C 118793

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: March 21, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Bellmer*

ARTICLES OF INCORPORATION

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DATE 03/21/1997
IDAH0 SECRETARY OF STATE

OF

SMISCHNEY-GRAY, INC.

* * * *

The undersigned, being a natural person of the age of twenty-one years or more, acting as incorporate of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this Corporation shall be Smischney-Gray, Inc.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III - PURPOSES

The purpose or purposes for which this corporation is organized are:

- (a) To engage in the business of owning, operating and managing a travel service business and any and all other purposes for which a small business corporation may be formed under the laws of the State of Idaho.
- (b) To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts or other instruments representing rights or interest therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to insure in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the

purchase of its own shares, and to exercise as owner and holder of any securities, any and all rights, powers and privileges in respect thereof.

(c) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

(d) The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of no par value stock. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the shares entitled to vote on each such amendment.

ARTICLE VI - SHAREHOLDER RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of

Directors shall determine. Shareholders shall have pre-emptive rights to acquire unissued shares of stock of this corporation.

At each election of Directors, every shareholder entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VII - CAPITALIZATION

This corporation will not commence business until consideration of a value of at least \$500.00 has been received for the issuance of shares.

ARTICLE VIII - INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office is 123 S. 600 W., Driggs, Idaho 83422. The name of this corporation's Registered Agent is Linda Gray.

ARTICLE IX - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is three (3). The names and addresses of the persons who are to serve as the Directors until the first annual meeting of stockholders, or until their successor or successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
James L. Smischney	West Star Route Box 88 Killihee, Minnesota 56650
Pamela Jean Smischney	West Star Route Box 88 Killihee, Minnesota 56650

Linda Gray

123 S. 600 W.
Driggs, Idaho 83422

The number of directors to be elected at the first annual meeting of shareholders will be one except in the event that all shares of the corporation are owned beneficially and of record by either one or two but in no case less than the number of shareholders.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

Linda Gray

123 S. 600 W.
Driggs, Idaho 83422
(208) 354-2596

ARTICLE XI

COMMON DIRECTORS

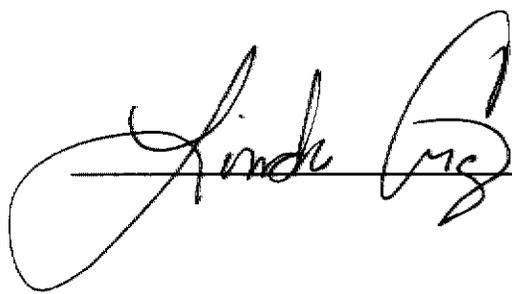
TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they

authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

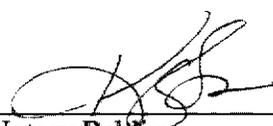
IN WITNESS WHEREOF, I have hereunto set my hand this 20 day of February, 1997.



STATE OF WYOMING)
) ss.
COUNTY OF TETON)

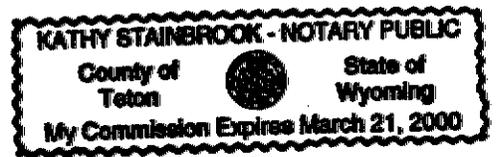
I, KATHY STAINBROOK, a Notary Public, hereby certify that on the ____ day of February, 1997, Linda Gray, personally appeared before me who, being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Dated this 20 day of February, 1997.



Notary Public

(SEAL)



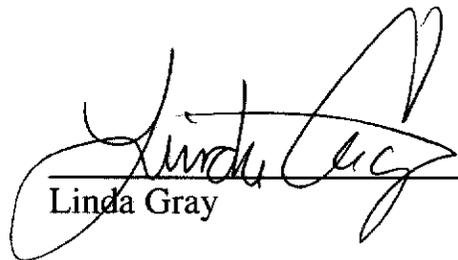
Secretary of State
State of Idaho
Driggs, Idaho 83422

FILED
FEB 20 1997
DRIGGS

CONSENT TO APPOINTMENT BY REGISTERED AGENT

1. I, Linda Gray, voluntarily consent to serve as the registered agent for Smischney-Gray, Inc., an Idaho corporation, on the date shown below;
2. I certify that I am:
 - (a) An individual who resides in this state and whose business office is identical with the registered office; or
 - (b) A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or
 - (c) A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office.
3. I know and understand the duties of a registered agent as set forth in the Idaho Business Corporation Act.

Dated this 20 day of February, 1997.


Linda Gray