

CERTIFICATE OF INCORPORATION
OF

THE TRAVEL SHOPPES, INC.

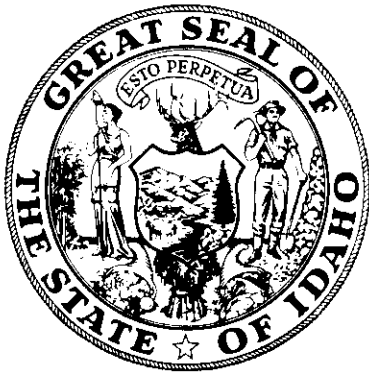
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

THE TRAVEL SHOPPES, INC.

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 9, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
THE TRAVEL SHOPPES, INC.

The undersigned, a citizen of the United States and a resident of the State of Idaho and of legal age, acting as incorporator of a corporation under the Idaho Business Corporation Acts, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation shall be THE TRAVEL SHOPPES, INC.

ARTICLE II

Period of Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purpose and Powers

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

- A. To engage in the general business of travel and vacation sales including but not limited to arranging transportation, lodging accommodations, tours, recreational activities, travel and transportation arrangements of all kinds.
- B. To engage in the general business of personal and real property development.
- C. To buy, acquire, hold, improve, operate, manage, develop, lease, encumber, sell, transfer or otherwise dispose of, and generally to invest, trade and deal in, as principal, or agent, real and personal property of all kinds.
- D. To borrow money to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation and to mortgage, pledge, hypothecate, and/or convey in trust, any or all of its property to secure the payment thereof.
- E. To lend money to negotiate and make loans, either on its own accounts or as agent for others.
- F. To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt, to collect for others money due them on notes, checks, drafts, bills or exchange, commercial paper and other evidence of indebtedness.
- G. To enter into, make, perform, and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state, or government, or any subdivision, district or department thereof.

- H. To acquire, and pay for in cash, shares of stock, bonds or notes of this corporation, or otherwise, the assets including the good will of any person, firm, association or corporation, and to undertake or assume the whole or any part of the obligations or liabilities thereof.
- I. To enter into any kind of a contract or agreement, cooperative or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to pay such persons for their services as the directors may deem fit.
- J. In general, the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and any and all amendments thereto.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation shall have the authority to issue is 20,000 shares of common stock of a par value of \$00.50 per share. The number of authorized shares shall not be reduced below 20,000.

ARTICLE V

Address of Registered Office and Name of Registered Agent

The address of the initial registered office of the corporation shall be 1717 Lincoln Way, Suite 102, Cd'A, Idaho 83814 and the name of the registered agent at such address shall be David L. Deeds.

ARTICLE VI

Preemptive Rights

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares. A preemptive right shall exist (1) to acquire shares issued to directors, officers or employees unless pursuant to approval by the affirmative vote of the holders of ninety (90) percent of the shares entitled to vote thereon or when authorized by and consistent with a plan therefore approved by such a vote of shareholders; (2) A preemptive right shall exist to acquire shares sold otherwise than for cash.

ARTICLE VII

Board of Directors

The number of directors of said corporation shall be not less than three(3) nor more than six (6) and as shall be provided for in the By-Laws of this corporation, none of whom need be shareholders in the corporation.

ARTICLE VII

Initial Board of Directors

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

David L. Deeds	1395 E. Westwood Dr., Hayden Lake, ID 83835
R. Dean Hoff	1481 E. Stratford, Hayden Lake, ID 83835

P.O. Box 44, Hayden Lake, Idaho 83835
P.O. Box 44, Hayden Lake, Idaho 83835

Arlene A. Swartz
NOTARY PUBLIC FOR IDAHO
Residing in Coeur d'Alene