



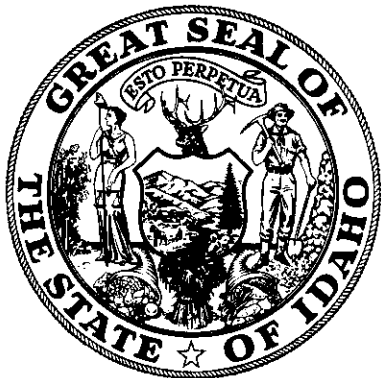
**CERTIFICATE OF INCORPORATION
OF**

RIVER QUEEN, 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: **May 7, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF RIVER QUEEN, INC.

We, the undersigned, nature persons of the age of twenty-one (21) years or more acting as incorporators of a corporation under the laws of the State of Idaho, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - Corporate Name. The name of the corporation is River Queen, Inc.

ARTICLE II - Period of Duration. The corporation shall have perpetual existence and consequently shall exist until it is dissolved according to the law of the State of Idaho.

ARTICLE III - Corporate Purposes. The purposes for which River Queen, Inc. is organized are:

1. To organize, develop, and build a paddle wheel riverboat.
2. To contract for, acquire, own, and facilitate a paddle wheel riverboat, and to collect receipts therefrom and everything else legal and necessary to operate the same.
3. To acquire by purchase, lease, manufacture, or otherwise, any real or personal property deemed necessary, useful, or convenient, in the equipping, furnishing, improvement, developing, or management of said project at any time.
4. To hold or occupy, invest, trade, or deal in any personal property deemed beneficial to the corporation; and to encumber or dispose of any personal or real property at any time held or owned by the corporation.
5. To make, enter into and perform contracts of every kind for every lawful purpose without limit as to amount for the benefit of said corporation.
6. To acquire by purchase, lease, or otherwise, the goodwill, business, property, assets, franchises, licenses, permissions and rights, in whole or in part, any person, firm, association,

corporation, partnership, or governmental entity, and to assume all or any of the liabilities thereof and pay for the same in cash or with stock of this corporation or its debentures, bonds or otherwise; and to hold, maintain, operate, and conduct, as well as in any manner, dispose of the whole or any part of the property so acquired, but always in accordance with and subject to the law.

7. To borrow money and contract debts when necessary for the transaction of business of the corporation and for the exercise of corporate rights or franchises and for any of the purposes of the corporation; to execute debentures and other promissory notes, bills of exchange, debentures in other obligations in evidence of indebtedness, payable at specific time or times or payable upon the happening of a specified event or events, and when necessary to secure the same or any part thereof by real estate or chattel mortgage, pledge, assignment or otherwise for money borrowed, or goods purchased, or for payment of property purchased or acquired, or for any other lawful obligation; also, to issue, sell and dispose of certificates of investment or participation certificates.
8. To loan the funds of the corporation upon notes, bonds, mortgages, deeds of trusts, debentures, or other securities, or upon any property, real, personal, mixed, or otherwise.
9. To do each and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of one or more of the purposes herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation.
10. To do each and all things above set forth to the same extent and as fully as natural persons might or could do in this state or in any other state, country, or place.
11. The foregoing provisions shall be construed both as purposes and powers and shall in no wise be limited or restricted by reference to, or inference from, the terms of any other provision in this or any other article; and it is hereby expressly provided that the foregoing provisions shall not be held to limit or restrict in any manner the powers of the corporation conferred by the laws of the State of Idaho upon corporations formed thereunder and the corporation shall have and may exercise all of the powers conferred upon it by law.

ARTICLE IV - Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue is One Hundred Fifty Thousand (150,000) shares of ONE DOLLAR (\$1.00) par value stock.

ARTICLE V - Payment of Capital before commencing business.

The corporation shall not commence business until consideration of the value of at least ONE THOUSAND DOLLARS (\$1,000.00) has been received for the issuance of shares.

ARTICLE VI - Preemptive Right of Shareholders.

1. The preemptive right of shareholders to acquire additional or treasury shares of the corporation or shares of any other shareholder shall not be limited or denied.

2. All transfers of shares or stock certificates whether by sale or otherwise and whether voluntary or involuntary shall be subject to the rights of existing shareholders to purchase said shares or stock certificates as set forth in the bylaws and/or shareholders agreements.

ARTICLE VII - The address of the corporation's initial registered office shall be P.O. Box 453, Weiser, Idaho, 83672. The corporation's initial registered agent shall be Reginald D. Lang. His residence address is 924 West Third, Weiser, Idaho, 83672.

ARTICLE VIII - Board of Directors. The number of Directors constituting the initial Board of Directors of the corporation is five (5), provided, however, that the number may be changed by resolution of the Board of Directors to any number between three (3) and seven (7) inclusive. The members of the Board of Directors need not be stockholders of the corporation. The names and addresses of 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:

<u>Name</u>		<u>Address</u>
Reginald D. Lang	-	P.O. Box 453 924 West Third Weiser, ID 83672

<u>Name</u>		<u>Address</u>
Clifford Jones	-	P.O. Box 86 Farmersville, CA 93223
Connie Lang	-	P.O. Box 453 924 West Third Weiser, ID 83672
L. D. Younger	-	886 North Farmersville Blvd Farmersville, CA 93223
Bry Behrmann	-	P.O. Box 931 New Plymouth, ID 83655

ARTICLE IX - Regulation of Internal Affairs. Provisions for the regulation of internal affairs of the corporation are to be found in the bylaws of the corporation.

ARTICLE X - Small Business Stock Election. Election is hereby made under the provisions of Section 1244 of the Internal Revenue Code, 1954, qualifying One Hundred Fifty Thousand (150,000) shares of capital stock of the corporation as Section 1244 Small Business Stock. This election provides the shareholders the right to treat the shares of the stock of this corporation, (issued under this election), if the same become worthless, as an ordinary loss rather than a capital loss for tax purposes.

DATED this 15th day of February, 1985.

Reginald D. Lang
Reginald D. Lang

Clifford Jones 3-18-85
Clifford Jones

Connie Lang
Connie Lang

L. D. Younger 3-18-85
L. D. Younger

Bry Behrmann
Bry Behrmann

State of Idaho)
County of Payette) ss.

On this 15th day of Feb, 1985, before me,
Reginald D. Lang, personally appeared to be the person whose name
is subscribed to the foregoing instrument and acknowledged to me
that he executed the same.

WITNESSED before me this 15th day of Feb, 1985.

(SEAL)

Wanda Shoemaker
Notary Public
Residing at: Fruitland, ID
Commission Expires: N/A

State of Idaho)
County of Payette) ss.

On this 15th day of Feb, 1985, before me,
Connie Lang, personally appeared to be the person whose name is
subscribed to the foregoing instrument and acknowledged to me that
she executed the same.

WITNESSED before me this 15th day of Feb, 1985.

(SEAL)

Wanda Shoemaker
Notary Public
Residing at: Fruitland, ID
Commission Expires: N/A

State of Idaho)
County of Payette) ss.

On this 15th day of Feb, 1985, before me,
Bry Behrmann, personally appeared to be the person whose name is
subscribed to the foregoing instrument and acknowledged to me that
he executed the same.

WITNESSED before me this 15th day of Feb, 1985.


(SEAL)

Wanda Shoemaker
Notary Public
Residing at: Fruitland, ID
Commission Expires: N/A

State of CALIF)
County of TULARE) ss.

On this 18th day of March, 1985, before me, L. D. Younger, personally appeared to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.


WITNESSED before me this 18th day of March, 1985.

(SEAL)  OFFICIAL SEAL
T. L. HEDGE
NOTARY PUBLIC - CALIFORNIA
TULARE COUNTY
My comm. expires AUG 20, 1988
Residing at:
Commission Expires:
836 N. Farmersville Blvd., Farmersville, CA 93223

State of CALIF)
County of TULARE) ss.

On this 18th day of March, 1985, before me, Clifford Jones, personally appeared to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

WITNESSED before me this 18th day of March, 1985.

(SEAL)  OFFICIAL SEAL
T. L. HEDGE
NOTARY PUBLIC - CALIFORNIA
TULARE COUNTY
My comm. expires AUG 20, 1985
Residing at:
Commission Expires:
836 N. Farmersville Blvd., Farmersville, CA 93223