

State of Idaho

Department of State

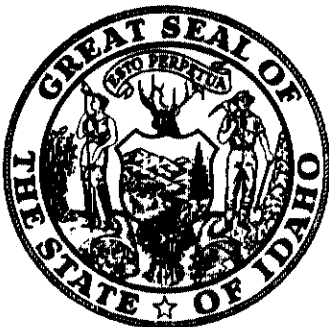
CERTIFICATE OF INCORPORATION OF

BRISTOL BAY SPORTFISHING, 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: February 9, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Chaka S. [Signature]*

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SEC. OF STATE

ARTICLES OF INCORPORATION
OF
BRISTOL BAY SPORTFISHING, INC.

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SECRETARY OF STATE
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The undersigned, acting as incorporator of a corporation ("Corporation") under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I. NAME

The name of the Corporation shall be Bristol Bay Sportfishing, Inc.

ARTICLE II. PERIOD OF DURATION

The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE III. PURPOSES

This Corporation is organized for the purpose of providing guided fly out sportfishing and hunting in the State of Alaska and to provide lodge and outfitting services for the Corporation's clientele. The Corporation is further organized for the purposes of leasing, managing and operating the Talarik Creek Lodge in Iliamna, Alaska by providing overnight rooms and food to the clientele.

The Corporation is further organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLES OF INCORPORATION OF
BRISTOL BAY SPORTFISHING, INC. - 1

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Paul W. Vogel

Attorney-at-Law

212 N. First Ave, Suite G-100

P.O. Box 1828

Sandpoint, ID 83864-0903

Ph: (208) 263-6636

Fax: (208) 265-6775

#: C

ARTICLE IV. STOCK

The total authorized number of shares of stock in the Corporation shall consist of One Hundred Fifty-Six Thousand One Hundred Fifteen (156,115) shares of common stock. No par value will be attached to the stock. All shares shall be one class, denoted common stock. Each share is entitled to one (1) vote.

ARTICLE V. RIGHTS

There are no provisions denying preemptive rights.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the share holders or until their successors are elected and qualify are:

Bruce E. Johnson
8800 W. Shingle Mill Road
Sandpoint, ID 83864

Bonnie S. Johnson
8800 W. Shingle Mill Road
Sandpoint, ID 83864

ARTICLE VII. BYLAWS

The provisions for the regulations of the internal affairs of the Corporation are to be set forth in the Bylaws of the Corporation.

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or to adopt new Bylaws, subject to repeal or change by action of

the share holders, shall be vested in the Board of Directors. Such power may be exercised by a majority vote of the Board of Directors of any annual or special meeting of the Board of Directors called for that purpose.

ARTICLE VIII. INCORPORATORS

The name and address of each incorporator is:

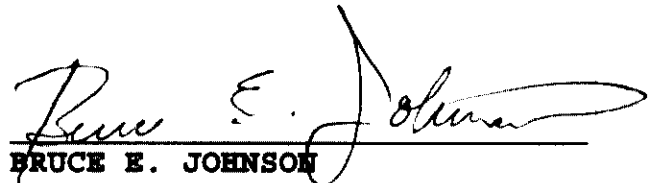
Bruce E. Johnson
8800 W. Shingle Mill Road
Sandpoint, ID 83864

Bonnie S. Johnson
8800 W. Shingle Mill Road
Sandpoint, ID 83864

ARTICLE IX. REGISTERED OFFICE

The address of the initial registered office of the Corporation is 8800 W. Shingle Mill Road, Sandpoint, Idaho 83864 and the name of the initial registered agent at such address is Bonnie S. Johnson.


IN WITNESS WHEREOF we the hereunto set our hands this
2nd day of February, 1994.


BRUCE E. JOHNSON


BONNIE S. JOHNSON

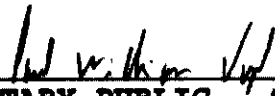
STATE OF IDAHO)
) ss.
County of Bonner)

BRUCE E. JOHNSON, being first duly sworn upon his oath, deposes and says that he has read the foregoing Articles of Incorporation and knows the contents thereof and that the statements contained therein are true upon his personal knowledge, information and belief.



BRUCE E. JOHNSON

SUBSCRIBED AND SWORN TO before me this 2nd day of February, 1994.



NOTARY PUBLIC - STATE OF IDAHO
Residing at: SANDPOINT
Commission Expires: 2.3.99


STATE OF IDAHO)
) ss.
County of Bonner)

BONNIE S. JOHNSON, being first duly sworn upon her oath, deposes and says that she has read the foregoing Articles of Incorporation and knows the contents thereof and that the statements contained therein are true upon her personal knowledge, information and belief.



BONNIE S. JOHNSON

SUBSCRIBED AND SWORN TO before me this 2nd day of February, 1994.



NOTARY PUBLIC - STATE OF IDAHO
Residing at: SANDPOINT
Commission Expires: 2.3.99

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BRISTOL BAY SPORTFISHING, INC. - 4