

Department of State.

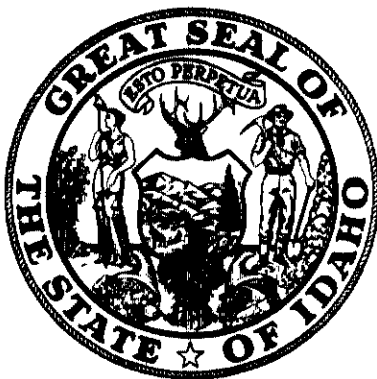
**CERTIFICATE OF INCORPORATION
OF**

STARWALKER, 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: June 22, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

92638

ARTICLES OF INCORPORATION

of

STARWALKER, INC.

JUN 22 4 21 PM '90
SECRETARY OF STATE

1. The name of the corporation is Starwalker, Inc.
2. The period of its duration is perpetual.
3. The purpose of the corporation is to transact the business of all lawful activity which a corporation may conduct under the laws of the State of Idaho including, but not limited to the manufacture and sale of equipment, toys, etc., and ownership of all types of property and all activities incidental thereto.

4. The corporation shall have authority to issue 100,000 shares of common stock, all of which shares shall have no par value.

5. The address of the corporation's initial registered office is 737 North 7th Street, Boise, Idaho 83702. The name of its official registered agent at such address is Robert C. Montgomery.

6. The number of directors constituting the initial board of directors of the corporation is two whose names and addresses are:

Robert C. Montgomery
737 North 7th Street
Boise, Idaho 83702

Grant Hawk
P.O. Box 164
Idaho City, Idaho 83631

The above named persons are to serve as directors until

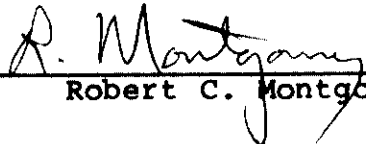
the first annual meeting of shareholders or until their successors be elected and qualified.

7. The name and address of the incorporator is:

Robert C. Montgomery
737 North 7th Street
Boise, Idaho 83702

8. The personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director is hereby eliminated and no director shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that the personal liability of a director to the corporation or its stockholders for any breach of the directors duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director to the corporation or its stockholders for the liability imposed by Idaho Code 30-1-48 shall not be eliminated and the personal liability of a director to the corporation or its stockholders for personal liability for any transaction from which the director derived a legally improper personal benefit shall not be eliminated.

Dated this 21st day of June, 1990.



Robert C. Montgomery

STATE OF IDAHO)
) ss.
County of Ada)

Robert C. Montgomery, being first duly sworn, upon oath,
deposes and says:

That he is the incorporator in the above-entitled
Articles of Incorporation; that he has read the foregoing Articles
of Incorporation of Starwalker, Inc. and knows the contents
thereof and that the same are true as he verily believes.

R. Montgomery

Robert C. Montgomery

SUBSCRIBED AND SWORN To before me this 21st day of
June, 1990.

(SEAL)

Kelli Lynn Engman

Notary Public for State of Idaho

Residing at Boise Idaho

My Commission Expires: 10/1/93