



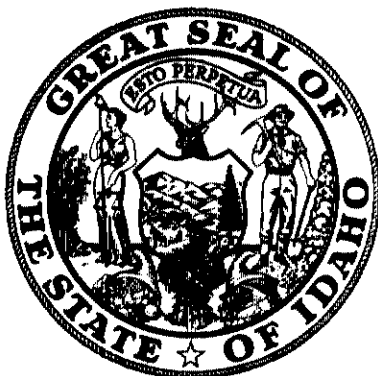
CERTIFICATE OF INCORPORATION
OF

HAWAIIAN WINTER LEAGUE, 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: July 26, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth G. G. G.*

ARTICLES OF INCORPORATION
OF
HAWAIIAN WINTER LEAGUE, INC.

* * * * *

JUL 26 3 10 PM '90
SECRETARY OF STATE

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is HAWAIIAN WINTER LEAGUE, INC..

SECOND

The period of its duration is perpetual.

THIRD

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

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 1,000, with no par value per share.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible unto such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

Additional provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH

The location of the initial registered office of the corporation is 5600 N. Glenwood, Boise, Idaho 83714 and the name of its initial registered agent is Bob Berg.

EIGHTH

The number of directors constituting the initial Board of Directors is 3, and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

William L. Pereira, Jr.

P.O. Box 4810
Ketchum, Idaho 83340

Peter W. Gray

P.O. Box 2162
Ketchum, Idaho 83340

Bob Berg

5600 N. Glenwood
Boise, Idaho 83714

NINTH

The name and address of the incorporator are as follows:

Bradley G. Andrews
P.O. Box 1368
Boise, ID 83701

TENTH

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders.

ELEVENTH

At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, one vote for each share owned by him. Shareholders have no right to vote their shares cumulatively in the election of directors.

IN WITNESS WHEREOF, the undersigned incorporator hereunto sets her hand and seal this 24th day of July, 1990.


Bradley G. Andrews