

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

J. C. CONSTRUCTION ENGINEERING, LTD.

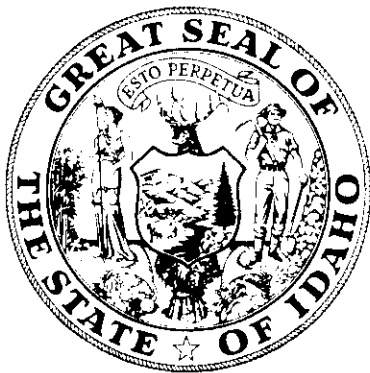
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

J. C. CONSTRUCTION ENGINEERING, LTD.

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: **November 19, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
J.C. CONSTRUCTION ENGINEERING, LTD.
Nov 19 1983 37 AM '84
SECRETARY OF STATE

The undersigned, acting as incorporator under the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

1. NAME. The name of the corporation is:

J.C. CONSTRUCTION ENGINEERING, LTD.

2. DURATION. The period of its duration is perpetual.

3. PURPOSES. The purpose for which the corporation is organized is to construct vacation and resort properties and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act. The corporation is and will be a subsidiary of N. Busdon Enterprises, Ltd., a Canadian Corporation.

4. STOCK. The corporation shall have the authority to issue 50,000 shares of capital stock, all of one (1) class, ONE & 00/100 DOLLAR (\$1.00) par value.

5. ADDRESS. The address of the initial registered office of the corporation is:

Post Office Address: P.O. Box 2161
Ketchum, ID 83340

Street Address: 204 Ramona Drive
Ketchum, Idaho

The name of the initial registered agent of the corporation, at the above address is: Joseph Csizmazia.

6. INITIAL DIRECTORS. The following shall constitute the initial board of directors of the corporation:

Joseph Csizmazia P.O. Box 2161
Ketchum, ID 83340

Maryann Csizmazia P.O. Box 2161
Ketchum, ID 83340

Nello Busdon P.O. Box 34
Whistler, B.C.
Canada VON LBO

Jennifer Busdon P.O. Box 34
Whistler, B.C.
Canada VON LBO

They shall serve as directors until the first annual meeting of shareholders or until their successors have been elected and qualified.

7. INCORPORATORS. The name and address of the incorporator is:

Joseph Csizmazia P.O. Box 2161
Ketchum, ID 83340

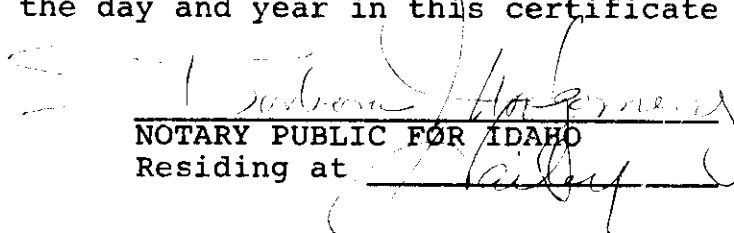
IN WITNESS WHEREOF I have hereunto set my hand this ____
day of Nov. 16, 1984.


JOSEPH CSIZMAZIA

STATE OF IDAHO)
County of Blaine) ss.

On this 16 day of November, 1984, before me, a Notary Public in and for said State, personally appeared JOSEPH CSIZMAZIA, known to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC FOR IDAHO
Residing at _____