

ARTICLES OF INCORPORATION
OF

JetWhere, Inc.

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as "Corporation") for the State of Idaho, adopts the following Articles of Incorporation for the Corporation.

ARTICLE I

NAME

The name of the corporation shall be "JetWhere, Inc."

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSE AND POWERS

Section 1. The purpose for which this Corporation is organized is: The transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purpose including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented.

ARTICLE IV

AUTHORIZED SHARES

Section 1. NUMBERS. The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 5,000 shares. The stock shall have \$100 par value.

Section 2. DIVIDENDS. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 3. STOCK NONASSESSABLE. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 4. VOTING POWER. The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

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ARTICLE V

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive and preferential rights of subscription of any shares of the Corporation, whenever now or hereafter authorized, or to obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

ARTICLE VI

REGISTERED OFFICE

The address of the initial registered office of the Corporation is 9551 W. Linfield, Boise, Idaho 83704, and the name of its initial registered agent is Susan Elaine White

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the By-Laws. The number of Directors constituting the initial Board of Directors is Two (2) and the name and address of the persons who are to serve as Directors until the first annual meeting or until their successors are elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Susan Elaine White	9551 West Linfield, Boise, Idaho 83704
James E. Toombs	10619 West Pattie Street, Boise, Idaho 83713

ARTICLE VIII

INCORPORATOR

Susan Elaine White	9551 West Linfield, Boise, Idaho 83704
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ARTICLE IX

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

Dated this 1st day of May, 2000.

Susan Elaine White

State of Idaho)
 :SS
County of Canyon)

On this 1st day of May, 2000, before me the undersigned notary public in and for the State of Idaho, personally appeared Susan Elaine White., known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal, the day and year above written herein.

W L Grigg
Notary Public for Idaho

Residing at Nampa
My commission expires: 8/28/2000

