

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

DILLEY AMUSEMENTS, INC.

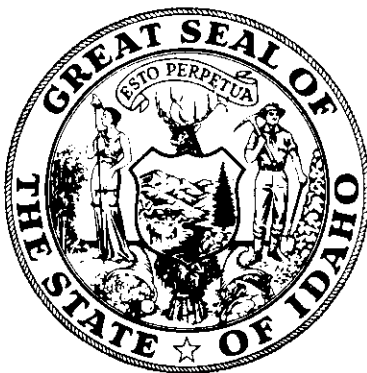
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

DILLEY AMUSEMENTS, INC.

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 28, 1983***



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
DILLEY AMUSEMENTS, INC.

NOV 23 11:28 AM '03
CLERK OF DISTRICT COURT

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, GARY DILLEY, who is a full aged citizen of the State of Washington and of the United States of America and a bona fide resident of the State of Washington, has this day voluntarily associated myself and do by these Articles of Incorporation unite myself for the purpose of forming a corporation under the laws of the State of Idaho, and I hereby certify:

I.

That the name of the corporation shall be DILLEY AMUSEMENTS, INC.

II.

That the purposes for which said corporation is formed are as follows:

a) To conduct, maintain and operate the business of amusement, entertainment and recreation of the public including the furnishing of any and all facilities and equipment for games of skill and other contests and exhibitions of every nature, for participation by the public and otherwise; to charge fees, rates, rentals and other forms of payment for so doing; and to do and transact all business properly connected with or incidental to any or all of such objects and purposes.

b) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any one or more of the objects herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation and to also engage in all and any businesses contemplated and within the

purview of Idaho Code 30-1-54(c) and the other sections of title Thirty (30) Idaho Code. In general, to do any business which a natural person may do under the laws of the State of Idaho.

III.

The period of existence of this corporation shall be perpetual.

IV.

The business address and location of the corporation in the State of Idaho is North 912 Highway 41, Post Falls, Idaho 83854. The corporation shall have the power to become a partner with any other natural person or legal entity and to enter and join in any agreements and cooperative relationship not forbidden by law. The registered agent of this corporation is MARC E. WALLACE and the address of the registered office is WALLACE & WALLACE, 500 Government Way, Courthouse Plaza - Suite 100, Coeur d'Alene, Idaho 83814.

V.

This corporation shall have power to guarantee the payment of the principal and interest upon bonds, notes or other evidences of secured indebtedness or obligations, or the performances of the contracts or other undertakings of any corporation, co-partnership, syndicate, individual or others, and to enter into, make, perform, and carry out contracts of every kind and lawful purpose, with any person, firm, association, corporation, syndicate or others.

VI.

This corporation shall have the power to make charitable contributions.

VII.

The total number of par value shares authorized is five thousand (5000) shares of non-assessable voting, common stock having a par value of TEN DOLLARS (\$10.00) per share.

The aggregate par value of the total authorized number of par value shares being \$50,000.00. Each share of common stock shall have one vote. The company is permitted to purchase its own stock.

VIII.

The holders from time to time of the common stock of the corporation shall have the pre-emptive right to purchase at such respective equitable prices, terms and conditions as should be fixed by the board of directors, such of the shares of the corporation that may be shares held in the treasury of the corporation from time to time, or as may be authorized from time to time over and above 5000 shares of common stock authorized by the original Articles of Incorporation of the corporation. Such pre-emptive rights shall be exercised in the respective ration which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

IX.

This corporation shall have the power to purchase, hold, sell and transfer shares of its own capital stock, bonds and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its board of directors may determine.

X.

The number of directors of this corporation is three and may be altered from time to time as provided by the By-Laws. The directors need not be stockholders. Initially, there shall be three (3) directors of this corporation, who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify, namely:

Gary Dilley
4238 S. Ball Drive
Veradale, WA 99037

R. F. Dilley
2617 N. Madelia
Spokane, WA 99207

Larry Dilley
S. 1025 Carousel Lane
Spokane, WA 99204

XI.

No contract or other transaction between this corporation and any other corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that he or such firm so interested shall be disclosed or shall be known to the board of directors or such members thereof, as shall be present at any meeting of the board at which action upon any such contract or transaction shall be taken. Any director of this corporation who is also a director or officer of such other corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

XII.

The board of directors shall have the power to make or amend By-Laws of the corporation except as concerns their term of office and compensation.

XIII.

These articles may be amended or any addition thereto by a two-thirds vote of the number of outstanding shares of

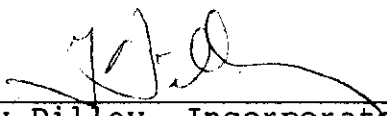
common stock at any regular meeting of shareholders or at any special meeting called for that purpose.

XIV.

The name and address of the person who is the incorporator is as follows:

Name:	Address:	Shares:
Gary Dilley	4238 S. Ball Drive Veradale, WA 99037	1,375

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, does make and file this agreement and has accordingly made, signed and acknowledged these Articles of Incorporation this 23 day of Nov., 1983.

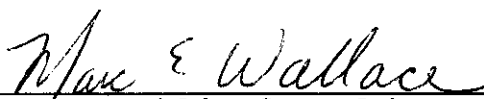


Gary Dilley, Incorporator

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 23th day of November, 1983, before me, the undersigned Notary Public, personally appeared GARY DILLEY, known to me to be the incorporator of the corporation and that the document was executed on behalf of the said corporation and it was acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



Notary Public for Idaho
Residing at: Coeur d'Alene, Idaho
Life Commission