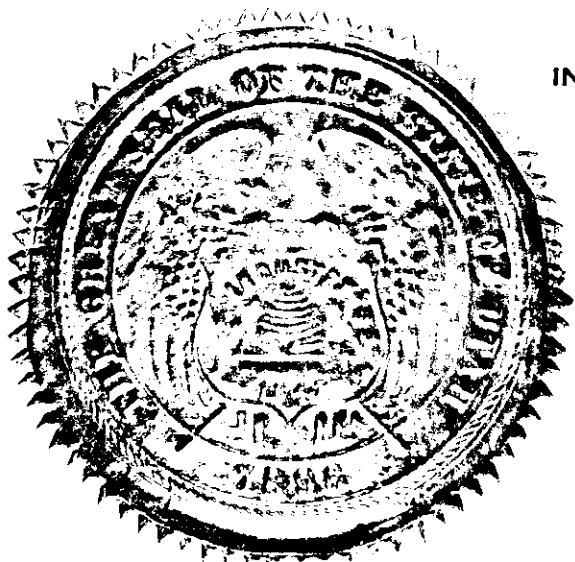


Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the
Articles of Incorporation and Amendments of ARCTIC CIRCLE INC.

AS APPEARS _____ of record _____ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS _____ second _____ DAY OF

April _____ 19 68

Clyde L. Miller

SECRETARY OF STATE

BY *[Signature]*

DEPUTY

FILED in the office of the Secretary of
State, of the State of Utah, on the
15 day of January A.D. 1966

CLYDE L. MILLER

Secretary of State

Filing Clerk

Fees

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ARCTIC CIRCLE, INC.

Pursuant to the provisions of Section 16-10-57 (Utah Code
Annotated, 1961 Supp.) the undersigned corporation adopts the
following amendment to its Articles of Incorporation:

a) The name of the corporation is Arctic Circle, Inc.

b) The amendment adopted is a change in the first paragraph
of Article V increasing the capital stock of the corporation from
one hundred thousand shares of common voting stock of the par value
of \$6.00 each, to two hundred thousand shares of common voting stock
of the par value of \$6.00 each, as follows:

ARTICLE V. The amount of the capital stock of
this corporation shall be one million two hundred
thousand dollars (\$1,200,000.00) consisting of, and
being divided into two hundred thousand (200,000)
shares of common voting stock of the par value of
six dollars (\$6.00) each. The purposes for which
this corporation is formed and the pursuit of busi-
ness to be engaged in and carried on, are to do any
or all of the things herein mentioned as fully and
to the same extent as natural persons might or could
do and in any part of the world as follows:

Paragraphs a, b, c, d, e, f, g, h, i, j, k, and l of Article V shall
remain the same and are not changed in any particular by this
amendment.

c) The amendment was adopted by the shareholders by unanimous
vote of those present at the annual stockholders' meeting on April
13, 1966, at 9:00 o'clock A.M.

d) The number of shares outstanding and entitled to vote
is 78,591. There is only one issued class of stock, to-wit: common

stock, par value, \$6.00 per share, entitled to one vote per share.

e) There were shareholders present either in person or by proxy at the said meeting representing 72,076 shares of outstanding stock. The vote for the amendment amending Article V was unanimous.

f) The amendment does not provide for any exchange, reclassification or cancellation of issued shares.

g) The change in the amount of said capital is an increase from \$600,000.00 to \$1,200,000.00, by increasing the amount of capital stock of the corporation from 100,000 shares of common voting stock of the par value of \$6.00 each, to 200,000 shares of common voting stock of the par value of \$6.00 each.

DATED this 27th day of May, 1966.

ARCTIC CIRCLE, INC.

By *Don P. Edwards*
President

ATTEST:

Don J. Edwards
Secretary

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

I, _____, a notary public,
do hereby certify that on this 27th day of May, 1966, personally
appeared before me *Don P. Edwards*, who, being by
me first duly sworn, declared that he is the president of Arctic
Circle, Inc., that he signed the foregoing document as president
of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 25th day of May, A.D., 1966.

[Signature]
Notary Public
Residing at Salt Lake City, Utah

My commission expires:

Oct 1 1966
/

2124
CERTIFICATE OF AMENDMENT TO

ARTICLES OF INCORPORATION

of

ARCTIC CIRCLE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That at the annual meeting of the stockholders of ARCTIC CIRCLE, INC., a corporation organized and existing under and by virtue of the laws of the State of Utah, held at the Newhouse Hotel, Salt Lake City, Utah, at 9:00 o'clock A.M., on April 8, 1964, such meeting being held pursuant to the provisions of the Articles of Incorporation and with legal notice having been given in accordance with the provisions of said Articles, the Articles of Incorporation of the corporation were amended by the adoption of the following resolution by a vote of 65,974 shares in favor of the 67,557 shares of common stock outstanding; that the Company has but one class of stock, the same being common stock. No shares voted against the amendment:

BE IT RESOLVED that ARTICLE VI of the Articles of Incorporation of this corporation shall be amended to read as follows:

"ARTICLE VI.

The officers of this corporation shall consist of not less than four (4) nor more than twelve (12) directors, each of whom shall be elected by the majority vote of the issued and outstanding stock of the corporation at any regular annual meeting or special stockholders' meeting called for such purpose; also, a President, an Executive Vice-President, not to exceed three vice-presidents, a Secretary, a Treasurer and one or more Assistant Secretaries and one or more Assistant Treasurers, each of whom shall be elected by the Board of Directors. The officers of this corporation shall hold office for a period of one (1) year or until their successors are duly elected and qualified. Each officer, other than Vice-President or Assistant Secretary or Assistant Treasurer, of this corporation, in order to qualify as such must be a stockholder of this corporation.

A director may be removed by the majority vote of the issued and outstanding stock at any meeting called for that purpose. Any officer of the corporation may resign by filing with the Secretary or President his resignation in

writing. In the event of a vacancy in the Board of Directors from any cause, the said Board shall have the power to fill such vacancy and also the power to increase the number on the Board not to exceed the provided maximum, in like manner, and the director or directors so elected shall continue in office and have all the powers of the director until the holders of the issued and outstanding stock meet in regular or special meeting to fill the vacancy or increased number.

BE IT FURTHER RESOLVED that the officers of the Company be and they are hereby empowered to execute all instruments and file all documents necessary to make this resolution effective, and to place the same of record as required by law."

In conformity with the above resolution, and as required by law, we, the president and secretary, respectively, of ARCTIC CIRCLE, INC. have executed this instrument and do sign and verify the same for and on behalf of the corporation this 12th day of April, 1964. 1965

Ernest H. [Signature]
President

Alvin J. [Signature]
Secretary

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On this 12th day of April, 1964, before me, a Notary Public in and for said county and state, personally appeared Ernest H. [Signature] and Alvin J. [Signature], who, being first by me duly sworn upon oath, depose and say that they are the president and secretary, respectively, of ARCTIC CIRCLE, INC., a Utah corporation, and that the above instrument was signed and sealed in behalf of said corporation by authority of its stockholders; that they acknowledged said instrument to be the voluntary act and deed of said corporation by them voluntarily executed, and that the resolutions therein set forth are true and correct copies of the resolutions unanimously adopted by the stockholders of said corporation.

My Commission Expires:

[Signature]

[Signature]
Notary Public, Residing at Salt Lake City, Utah