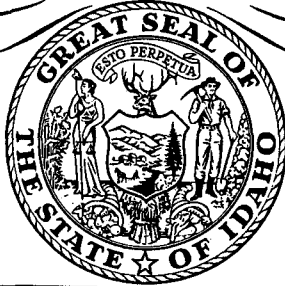


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

ONAVEGAS LAND CORPORATION

a corporation duly organized and existing under the laws of **New York** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **3rd** day of **December** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **3rd** day of **December** 19 **65**, a designation of **Paul B. Ennis** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **3rd** day of **December**, A.D. 19 **65**.

Secretary of State.

CERTIFICATE OF INCORPORATION

of

OMAVEGAS LAND CORPORATION

(Under Section 402 of the Business Corporation Law)

The undersigned, being over the age of 21, and desiring to form a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, certifies and states:

FIRST: The name of the corporation shall be
OMAVEGAS LAND CORPORATION

SECOND: The purpose for which it is formed are

(a) To acquire, by purchase or lease or otherwise, improved and unimproved lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any land owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any such land, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by the corporation.

(b) To acquire by purchase, or lease, or upon conditional sale or chattel mortgage or otherwise, any personal property necessary or proper or useful in the equipment, furnishing, improvement, development, operation or management of any said buildings and to trade and deal in any personal property and to mortgage, pledge, sell, lease or otherwise dispose of any personal property at any time owned or held by the corporation.

(c) To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures, and obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount and to secure the same by mortgage or pledge of its property or otherwise,

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provided the same be permitted by the Business Corporation Law of the State of New York.

(d) To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated, or which at any time appear beneficial to the corporation, with all the powers now or hereafter conferred by the laws of the State of New York upon corporations incorporated thereunder.

(e) The foregoing clauses shall be construed both as purposes and powers, and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: The office of the corporation is to be located in the City, County and State of New York:

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Two Hundred (200) shares which are to be without par value.

FIFTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The Secretary of State shall mail a copy of any such process to Room 3250, 120 Broadway, New York 5, New York.

George C. Laness (L.S.)
George C. Laness
Room 3250,
120 Broadway,
New York 5, New York.

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 21st day of July, 1964 before
me personally came GEORGE C. LENESE, to me known, and
known to me to be the person described in; and who
executed the foregoing Certificate of Incorporation, and
that he duly acknowledged to me that he had executed the
same.


Notary Public

JOSEPH J. ACKELL
NOTARY PUBLIC, STATE OF NEW YORK
No. 52-5012250
Qualified in Suffolk County
Certificate filed in New York County
Commission expires March 30, 1966

State of New York }
DEPARTMENT OF STATE } ss.:

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I CERTIFY That I have compared the preceding
copy with the original Certificate of Incorporation of

OMAVEGAS LAND CORPORATION,

filed in this department on the 22nd day of July, 1964, and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this twenty-fourth day
of November, one thousand nine hundred
sixty-five.

John P. Lomenzo

Secretary of State