

State of Idaho

Department of State

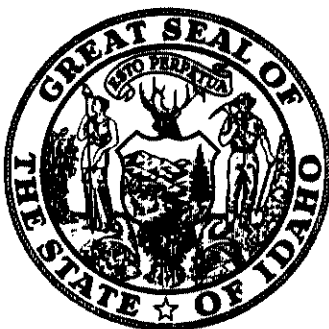
CERTIFICATE OF INCORPORATION OF

NORTH IDAHO CRUISES, 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 the above named corporation, 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: March 10, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

MAR 10 9 37 AM '93
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
NORTH IDAHO CRUISES, INC.

ARTICLE ONE: Name. The name of the corporation is NORTH IDAHO CRUISES, INC.

ARTICLE TWO: Purpose. The purpose of the corporation is to engage in the business of owning and operating passenger cruise vessels and all other lawful business for which corporations may be organized under the Idaho Business Corporations Act.

ARTICLE THREE: Duration. The period of duration of the corporation is perpetual.

ARTICLE FOUR: Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is 2120 Boyd Avenue, Coeur d'Alene, Idaho 83814. The name of the corporation's initial registered agent at such address is Dennis W. Walton.

ARTICLE FIVE: Stock. This corporation is authorized to issue 50,000 shares of common stock with no par value.

ARTICLE SIX: Directors. The number of directors constituting the Board of Directors shall be as specified in the by-laws. The names and addresses of the persons who are to serve as directors until the first annual meeting of the stock holders, or until successors are elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Dennis W. Walton	2120 Boyd Avenue Post Office Box 1605 Coeur d'Alene, Idaho 83816

ARTICLE SEVEN: Incorporator. The name and address of the incorporator is:

NAME

Richard K. Kuck

ADDRESS

8884 N. Government Way, Suite D
Post Office Box 1390
Hayden Lake, Idaho 83835-1390

Executed in duplicate on March 5, 1993.


Incorporator

IDAHO SECRETARY OF STATE
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