

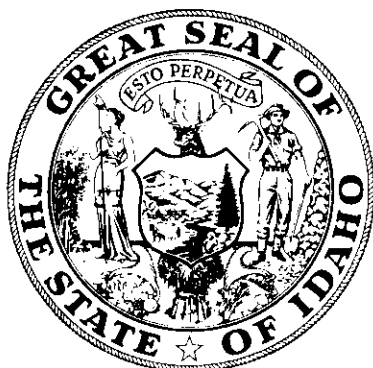
CERTIFICATE OF AUTHORITY
OF

NORTHWEST DEVELOPMENT CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **NORTHWEST DEVELOPMENT CORPORATION** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **NORTHWEST DEVELOPMENT CORPORATION** to transact business in this State under the name **NORTHWEST DEVELOPMENT CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **February 18, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is NORTHWEST DEVELOPMENT CORPORATION
2. *The name which it shall use in Idaho is No change - NORTHWEST DEVELOPMENT CORPORATION
3. It is incorporated under the laws of DELAWARE
4. The date of its incorporation is January 12, 1983 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is Northwest Development Corp., Attn: Company Corp., 725 Market St., Wilmington, Delaware 19801
6. The street address of its proposed registered office in Idaho is 2108 First Ave. North, Lewiston, Idaho 83501, and the name of its proposed registered agent in Idaho at that address is Robert W. Prasil, Jr.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Sale of bar & restaurant equip, scuba equip sales & lessons, real estate development, & diesel truck repair.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Robert W. Prasil, Jr.</u>	<u>President</u>	<u>321 Swallow's View Dr., Lewiston, ID 83501</u>
<u>Gary Prasil</u>	<u>Vice President</u>	<u>3000 24th St., Clarkston, WA 99403</u>
<u>Betty Kloster</u>	<u>Secretary</u>	<u>826 16th Ave, Clarkston, WA 99403</u>
<u>Robert W. Prasil, Jr.</u>	<u>Director</u>	<u>321 Swallow's View Drive, Lewiston, ID 83501</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1000</u>		<u>Are without par value</u>

(continued on reverse)

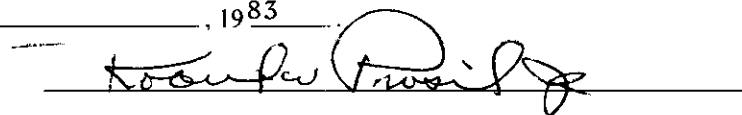
10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
NONE		

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 27 January, 1983



By ROBERT W. PRASIL, JR.

Its _____ President

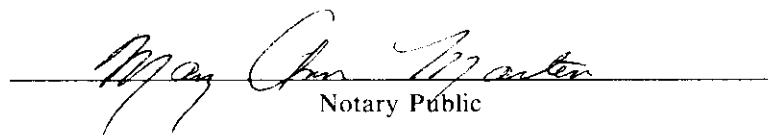
and 

Its _____ Secretary

STATE OF Idaho)
)ss:
COUNTY OF Nez Perce)

I, Mary Ann Martin, a notary public, do hereby certify that on this 27th day of January, 1983, personally appeared before me Robert W. Prasil, Jr., who being by me first duly sworn, declared that he is the President of Northwest Developing Corporation

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.


Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

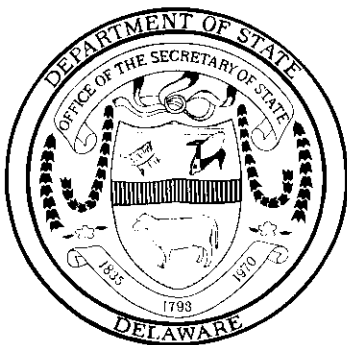


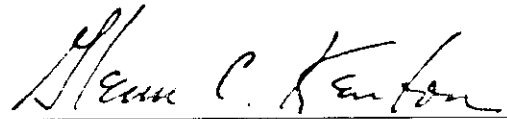
State of DELAWARE



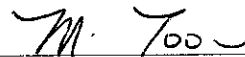
Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ January 12, 1983 _____.




Glenn C. Kenton, Secretary of State

BY: _____



DATE: _____ February 3, 1983 _____

FILED

JAN 12 1983 9 AM

Shawn A. Jenkins
INCORPORATOR

CERTIFICATE OF INCORPORATION
of
NORTHWEST DEVELOPMENT CORPORATION
A CLOSE CORPORATION

FIRST. The name of this Corporation is NORTHWEST DEVELOPMENT CORPORATION

SECOND. Its registered office in the State of Delaware is to be located at
725 Market Street, City of Wilmington
County of New Castle. The registered agent in charge thereof is
The Company Corporation
address "same as above".

THIRD. The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The amount of total authorized capital stock of the corporation is divided into
One Thousand (1,000) shares of No. Par Value

FIFTH. The name and mailing address of the incorporator is as follows:

Marcia A. Jenkins, 725 Market Street, Wilmington, DE 19801

SIXTH. The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name(s) and mailing address(es) of persons who are to serve as director(s) until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:
Robert W. Driscoll, Jr., 321 Swallows View Dr., Lewiston, Idaho, 83501

SEVENTH. All of the corporations issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHTH. All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 202 of the General Corporation Law.

Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

NINTH. The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand.

DATED AT: January 11, 1983

Shawn A. Jenkins