



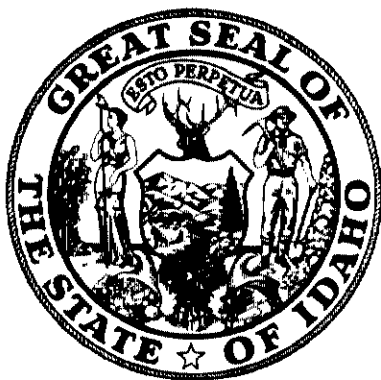
CERTIFICATE OF INCORPORATION
OF

COMMERCIAL LIGHTER-THAN-AIR AVIATION, 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: October 16, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

"ARTICLES OF INCORPORATION"

of

COMMERCIAL LIGHTER-THAN-AIR AVIATION, Inc.

OCT 16 1 29 PM '06
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, THAT WE, the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as now in effect or as may hereinafter be amended, do hereby certify as follows:

ARTICLE 1.

The name of the corporation is COMMERCIAL LIGHTER-THAN-AIR AVIATION, INC.

ARTICLE 2.

The objects and purposes for which the corporation is organized and the powers of said corporation are as follows:

1. This corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to the purposes and powers hereinafter set forth.
2. To acquire, lease, purchase, sell, rent or otherwise deal in hot air balloons and related equipment. To contract for services utilizing said equipment.
3. To invest in lands and all forms of reality and personal property, and to buy, sell, hypothecate, mortgage, pledge, bargain, trade, acquire and dispose of in any way or manner whatsoever all forms of reality and personalty.
4. To loan money on reality, personalty or other interests therein and to otherwise deal in any way or manner whatsoever in tangible or intangible property interest both real and personal.

5. To own and hold real and personal property and to rent or lease the same.
6. To borrow money and to pledge, mortgage or hypothecate corporation property, or in any way or manner secure the payment of same.
7. To do any and all things necessary and reasonable, proper, convenient or incident to carrying out the purpose for which this corporation is formed.
8. To conduct business in this state or any other state, District of Columbia, territories and colonies of the United States and foreign countries or territories, and to maintain one or more places of business outside this state, and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in and with any real or personal property or any interest therein, either within or outside the state of Idaho, reasonably calculated to promote the purposes hereinabove states to this corporation.
9. To acquire the operating name, good will, property rights, and the whole or part of any estate, tangible or intangible, or of any business, and to assume the liabilities of any person, firm or association, corporation or other business organization and pay for said good will, property rights, assets in cash and in stock of this company, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof, and to hold in any manner or dispose of all or any part of the property so acquired.
10. To conduct in any lawful manner the whole or any part of any

business so acquired and to exercise all of the powers necessary and expedient in and about the conduct of management of such business or businesses, directly or indirectly related to the purposes and objects of this corporation, or though not so connected, to preserve or protect the assets of this corporation.

11. To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge or reissue, shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.
12. To have, exercise, enjoin and participate in all powers now or hereafter granted to the corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by Chapter 1, Title 30, Idaho Code, including any further amendments thereto.
13. To do all things which a natural person might do, it being expressly provided that the aforesaid enumeration of purposes shall not be construed to be limitations upon the powers and purposes of this corporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The address of the initial registered office of the corporation shall be 2611 N. 31st Street, Boise, Idaho, 83703 and the name of its initial registered agent at said address is Scott Spencer.

ARTICLE V

The shares of stock to be issued by the corporation shall consist of one class only, and the aggregate number of shares which the

corporation shall be authorized to issue shall be 5,000 shares of no-par value stock. All shares of stock shall have the same rights

in such corporation and shall be nonassessable when paid in full.

ARTICLE VI

The name and post office address of the incorporators and organizers who have named themselves as the initial directors to serve until the first election of directors of the corporation is as follows:

Mark D. Sweet	1732 West State Boise, Idaho 83702
Scott L. Spencer	2611 N. 31st Street Boise, Idaho 83703
Douglas K. Simmonds	3986 Oak Park Pl Boise, Idaho 83703

ARTICLE VII

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatsoever.

ARTICLE VIII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now, or hereinafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

We, the incorporators and organizers, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, have hereunto set our names on the 16th day of October, 1986.


Douglas K. Simmonds

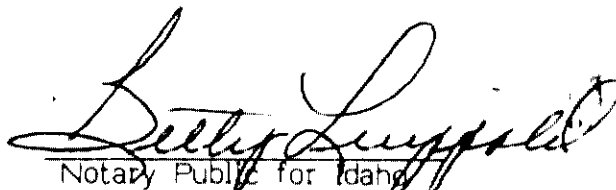

Mark D. Sweet


Scott L. Spencer

STATE OF IDAHO)
) ss.
County Of Ada)

On this 16th day of October, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Douglas K. Simmonds, Scott L. Spencer and Mark D Sweet, known to me to be the person whose names are subscribed to the within instrument and acknowledged to me that the statements contained herein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Boise Idaho