

FILED/EFFECTIVE

**ARTICLES OF INCORPORATION
OF
PLACESTOSEE.COM, INC.**

Mar 30 2 46 PM '00

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the corporation is PlacesToSee.com, Inc. ("Corporation").

**ARTICLE II.
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.
SHARES**

The class, aggregate number and par value per share of the shares that the Corporation is authorized to issue are as follows:

Class

Number

Common

1,000

IDaho SECRETARY OF STATE

03/31/2000 09:00
CR: 10779 CI: 14917 DI: 304550

1 @ 100.00 = 100.00 CORP # 2

C133308

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is Dillion, Bosch, Daw & Bock, Chartered, 225 North 9th Street, Suite 210, Boise, Idaho 83702, and the name of its initial registered agent at such address is Lee B. Dillion.

**ARTICLE V.
INCORPORATOR**

The name and address of the incorporator is:

NAME

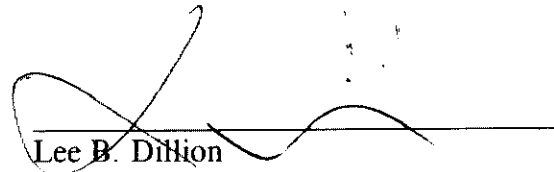
ADDRESS

Lee B. Dillion

225 N. 9th Street, Suite 210
Boise, Idaho 83702

SIGNATURE OF INCORPORATOR

Dated: March 30, 2000



Lee B. Dillion