



**CERTIFICATE OF INCORPORATION
OF**

WORLD CUP SKI, 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: December 30, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by *Sandra M. Taylor*

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SEC. OF STATE
87 DEC 9 AM 9-14

ARTICLES OF INCORPORATION
OF
WORLD CUP SKI, INC.

DEC 30 9 30 AM '87
SECRETARY OF STATE

ARTICLE I

NAME

The name of this corporation is WORLD CUP SKI,
INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The purpose for which this corporation is organized is the transaction of any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

CAPITALIZATION

This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total authorized number of such shares, which may be issued is 1,000. All of such shares shall have a ONE DOLLAR (\$1.00) par value.

ARTICLE V

PRINCIPAL OFFICE AND AGENT

The location in the State of Idaho where the principal office for the transaction of the business of this corporation is to be located shall be the City of Ketchum. The name and address in this state of the corporation's initial registered agent is Nick Gyurkey, Post Office Box 21, 100 Lloyd Drive, Ketchum, Idaho 83340.

ARTICLE VI

INCORPORATORS AND DIRECTORS

The incorporators and directors and their addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EDWARD A. LAWSON	Post Office Box 297 Ketchum, ID 83340

IN WITNESS WHEREOF, for the purpose for forming this corporation under the laws of the State of Idaho, the undersigned incorporator of this corporation has executed these Articles of Incorporation this 8 day of December, 1987.


Edward A. Lawson
Incorporator

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

On this 8 day of December, 1987, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Edward A. Lawson, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

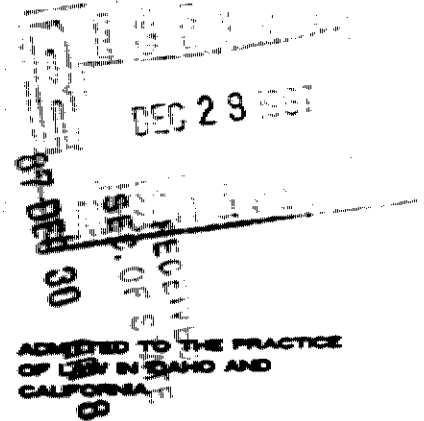
WITNESS my hand and official seal.


Notary Public for Idaho
Residing at Payley

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CRIST & BARSOTTI, P.A.
ATTORNEYS AT LAW
BITTERROOT SQUARE PROFESSIONAL BUILDING
208 SPRUCE AVENUE NORTH
P. O. BOX 2326
KETCHUM, IDAHO 83340
208/726-4242

ROGER E. CRIST
BRIAN J. BARSOTTI



December 11, 1987

Edward A. Lawson, Esq.
P.O. Box 297
Ketchum, Idaho 83340

Dear Ed:

As you know, I represent World Cup Travel, Inc., an Idaho corporation. I have discussed with the principals of that corporation your proposal that they consent to use of the corporate name World Cup Ski, Inc., by your clients, Nick and Ed Gyurkey. My clients have no objection to your use of the name World Cup Ski, Inc., and you are authorized to forward this communication to the Idaho Secretary of State for purposes of forming this corporation.

Enclosed is a billing for my services in this matter.

Very truly yours,


Roger E. Crist

REC/k/10
Enc.

cc: Barbara Thompson
Lisa Brown