

FILED

ARTICLE OF INCORPORATION

OF

NORTHSTAR SPACEPORT, INC.

99 MAR 19 AM 10:13
SECRETARY OF STATE
STATE OF IDAHO

1. Name. The name of the corporation is Northstar Spaceport, Inc. (the "Corporation").

2. Authorization Shares. The aggregate number of shares the Corporation is authorized to issue shall be one million (1,000,000), all of which shall be common voting stock. There shall be only one class of stock authorized.

3. Registered Office and Agent. The registered office of the Corporation is 490 Memorial Drive, Idaho Falls, Idaho 83402 and its registered agent at that address is Blake G. Hall.

4. Initial Directors. The names and addresses of the directors serving as the Corporation's Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Blake G. Hall	490 Memorial Drive, Idaho Falls, Idaho 83402
Clayton M. Condit	Box 16, Arco, Idaho 83213
Larry D. Simmons	1132 East 1800 North, Terreton, Idaho 83450

5. Incorporator. The name of the incorporator is Blake G. Hall and the incorporator's address is 490 Memorial Drive, Idaho Falls, Idaho 83402.

6. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

7. Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the existing Idaho Business Corporation Act permits prior to such amendment).

8. Limitation of Liability. No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; or (iii) an intentional violation of criminal law.

ARTICLES OF INCORPORATION - 1

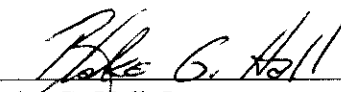
IDAHO SECRETARY OF STATE

03/19/1999 09:00
CK: 28737 CT: 2834 BH: 198823

1 @ 100.00 = 100.00 CORP # 2

C128098

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 18th day
of March, 1999.



Blake G. Hall, Incorporator