

State of Idaho

Department of State

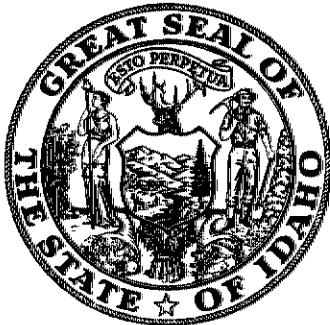
CERTIFICATE OF INCORPORATION OF

WESTERN SKIES, INC.
File number C 111756

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: August 21, 1995



Pete T. Cenarrusa
SECRETARY OF STATE
By *Ma. Skel*

ARTICLES OF INCORPORATION

10-28-47-95
**SECRETARY OF STATE
STATE OF IDAHO**

WESTERN SKIES, INC.

KNOW ALL MEN BY THESE PRESENTS that the undersigned, being a natural person of full age and citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof, and supplemental thereto, do hereby certify as follows:

I

The name of the corporation shall be:

WESTERN SKIES, INC.

II

The existence of this corporation shall be perpetual.

III

The purposes and objects for which the corporation is formed are to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act in this state.

IV

The location and post office address of the registered office of the corporation is:

60 East Wallace, P. O. Box 631, Driggs, Idaho 83422

The name of the initial registered agent at such address is:

ROY C. MOULTON

V

The total authorized capital stock of this corporation shall be Two Thousand (2,000) shares with no par value. There shall be no other class of stock issued by this corporation.

VI

It is the desire and intention of the corporation and of the parties hereto that the corporation should make a Sub-Chapter S election under Section 1244 of the United States Internal Revenue Code, and should terminate and revoke any such election, once made, only in accordance with the determination of the holders of a majority of all the outstanding stock of the corporation.

VII

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

Name

SHARON R. MARKHAM

Address

**58 Cayuga Road
Sea Ranch Lakes, Florida 33308**

VIII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

IX

The Board of Directors shall consist of two (2) directors, but during their term of office, or thereafter, the number of directors may be increased from time to time as may be

provided by the By-Laws.

The following persons are named directors of the corporation and are to serve until successors are elected and qualified:

<u>Name</u>	<u>Address</u>
SHARON R. MARKHAM	58 Cayuga Road Sea Ranch Lakes, Florida 33308
JERRY BROWN	Box 3650 North Alta Road Alta, Wyoming 83422

X

The Board of Directors of this corporation may meet and transact business of the corporation either at the principal place of business designated herein, or at such other place by a resolution of the Board of Directors. All or any meetings of the shareholders may also be held within or without the State of Idaho.

XI

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) Subject to the By-Laws, if any, adopted by the shareholders, to make, alter or repeal the By-Laws of the corporation;
- (2) To encumber the corporate assets, personal or real, and to guarantee the indebtedness of others, without limitation;
- (3) To set apart out of any of the funds of the corporation available for dividends

a reserve or reserves for any proper purpose and to abolish any such reserves; and

(4) By resolution adopted by a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation which, to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, including power to execute and seal documents. Such committee shall be named or designed as the Board may direct. All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

IN WITNESS WHEREOF, the said incorporator has set her hand and seal this

27 day of July, 1995.

Sharon R. Markham
SHARON R. MARKHAM, Incorporator

STATE OF OHIO)
: ss.
County of FRANKLIN)

On this 27 day of JULY, in the year of 1995, before me, a Notary Public in and for said State, personally appeared SHARON R. MARKHAM, known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

Millicent Raney
Notary Public for THE STATE OHIO
Residing at: COLUMBUS, OHIO
My Commission expires: 5-9-99
MILlicent Raney