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State of Idaho

Department of State

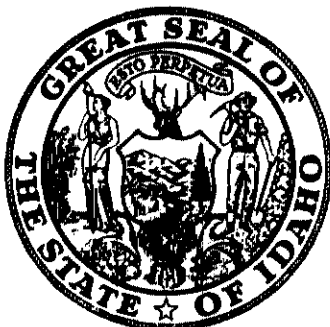
CERTIFICATE OF INCORPORATION OF

TALMAKS, 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 14, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

**ARTICLES OF INCORPORATION
OF
TALMAKS, INC.**

Dec 14 4 12 PM '93
SECRETARY OF STATE

FIRST: The name of the corporation is Talmaks, Inc.

SECOND: The period of its duration is perpetual.

THIRD: Its purpose is to transact the business of operating a retreat and conference business and all other business not forbidden by law.

FOURTH: It shall have authority to issue 1,000 shares, all of one class, \$30.00 par value.

FIFTH: The address of its initial registered office is 1912 Willow Street, Caldwell, Idaho 83605, and the name of its initial registered agent at such address is Patricia A. Robertson.

SIXTH: The number of directors constituting its initial board of directors is two, whose names and addresses are:


<u>Name</u>	<u>Address</u>
Patricia A. Robertson	1912 Willow Street Caldwell, ID 83605
Bedford D. Boston	1912 Willow Street Caldwell, ID 83605

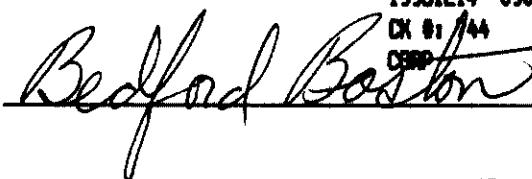
SEVENTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Patricia A. Robertson	1912 Willow Street Caldwell, ID 83605
Bedford D. Boston	1912 Willow Street Caldwell, ID 83605

DATED: December 9, 1993.

TALMAKS, INC.



Patricia A. Robertson IDAHO SECRETARY OF STATE
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CX 81/44 CUST# 23524


Bedford Boston
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