



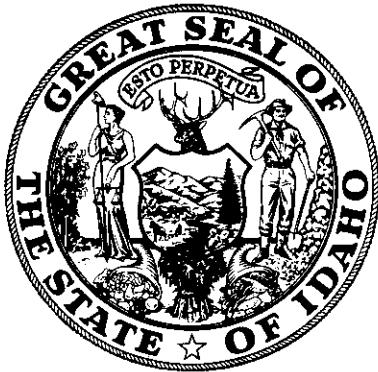
CERTIFICATE OF INCORPORATION
OF

WADE'S BY THE LAKE 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: *July 11, 1986*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

WADE'S BY THE LAKE INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is Wade's by the Lake Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Five Hundred (500) shares of a par value of One Hundred Dollars (\$100.00) per share.

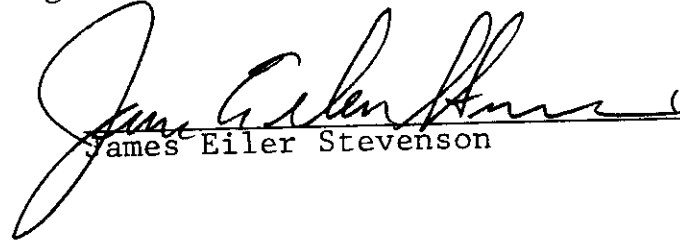
FIFTH: The address of the initial registered office of the corporation is 205 Elder Bldg, Coeur d'Alene, Idaho 83814, and the name of its initial registered agent at such address is James W. Ingalls.

SIXTH: The only stockholder of the corporation is James Eiler Stevenson, whose address is P.O. Box 1874, Coeur d'Alene, Idaho 83814.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

James Eiler Stevenson, P.O. Box 1874, Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, I have hereunto set my hand and seal on
the date mentioned in the acknowledgment hereto.

 (L.S.)
James Eiler Stevenson

STATE OF IDAHO)
)ss.
County of Kootenai)

On this 8th day of July, 1986, before the undersigned Notary
Public, personally appeared JAMES EILER STEVENSON, known to me
to be the Incorporator named in the foregoing instrument, and
acknowledged to me that they executed the same.

Notary Public for Idaho
Residing at Coeur d'Alene.