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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
CLUB CHAMELEON, INC.

The undersigned, BRAD M. POWELL and MOLLY J. POWELL, husband and wife, and DAVID C. LIDDIARD and MARIE E. LIDDIARD, husband and wife, who are persons over the age of 21 years, for the purpose of forming a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be CLUB CHAMELEON, INC.

ARTICLE II

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSES

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

ARTICLE IV

CAPITALIZATION

The aggregate number of shares that the corporation shall have the authority to issue is 90,000 shares, with no par value.

ARTICLE V

PRE-EMPTIVE RIGHTS

Pre-emptive right of shareholders to acquire additional shares of the corporation shall be denied.

IDAHO SECRETARY OF STATE

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ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation shall be 904 13th Avenue, Lewiston, ID 83501. The initial registered agent of the corporation at such address shall be Brad M. Powell.

ARTICLE VII

DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is four (4). The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brad M. Powell	904 13th Avenue Lewiston, ID 83501
Molly J. Powell	904 13th Avenue Lewiston, ID 83501
David C. Liddiard	2937 Magnolia Street #204 Lewiston, ID 83501
Marie E. Liddiard	2937 Magnolia Street #204 Lewiston, ID 83501

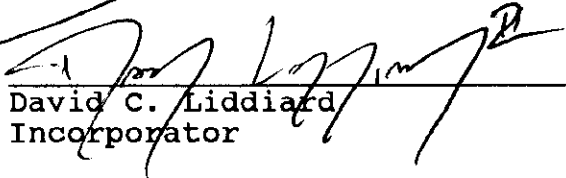
The name and address of each incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brad M. Powell	904 13th Avenue Lewiston, ID 83501
Molly J. Powell	904 13th Avenue Lewiston, ID 83501
David C. Liddiard	2937 Magnolia Street #204 Lewiston, ID 83501
Marie E. Liddiard	2937 Magnolia Street #204 Lewiston, ID 83501

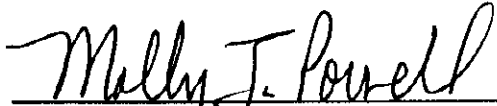
IN WITNESS WHEREOF the incorporators have executed these
Articles of Incorporation in duplicate on the 29th day of
JULY 1998.




Brad M. Howell
Incorporator



David C. Liddiard
Incorporator



Molly J. Howell
Incorporator



Marie E. Liddiard
Incorporator

**CONSENT TO SERVE AS
REGISTERED AGENT**

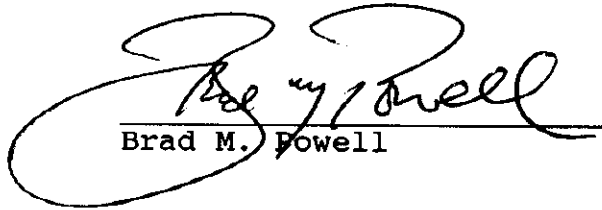
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STATE OF IDAHO

I, BRAD M. POWELL, hereby consent to serve as Registered Agent in the State of Idaho, for the following corporation:

CLUB CHAMELEON, INC.

I understand that as Registered Agent it will be my responsibility to receive service of process, to forward all mail, and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any charges in the Registered Office address.

DATED this 29th day of July 1998.


Brad M. Powell