

State of Idaho

Department of State

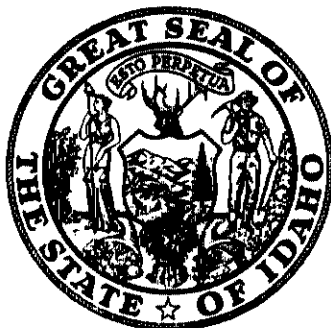
CERTIFICATE OF INCORPORATION OF

HELL'S CANYON ADVENTURES II, 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: January 25, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Valerie Taylor

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ARTICLES OF INCORPORATION

OF

HELL'S CANYON ADVENTURES II, INC.

The undersigned natural persons, each more than eighteen years of age, hereby establish a corporation pursuant to the Statutes of Idaho and adopt the following Articles of Incorporation.

ARTICLE I

Name. The name of this Corporation is: **HELL'S CANYON ADVENTURES II, INC.**

Period of Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purposes. The purposes for which the Corporation is organized are as follows:

To engage in the operation of a commercial recreation business including a bed and breakfast, outfitters and guide services, and float and jet boat excursions.

To rent, lease, buy, sell or manage any establishment or place of business incidental to the operation of any business enumerated above.

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Statutes of Idaho.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is as follows: One thousand (1,000) shares of common stock with voting rights, having no par value per share and said stock shall be nonassessable.

ARTICLE IV

Preemptive Rights. Shareholders shall have preemptive rights in any unissued stock. In addition, shareholders shall have the right of first refusal in the transfer of any issued corporate stock, which right may be more particularly specified, but not eliminated, by the by-laws of the corporation.

ARTICLE V

Cumulative Voting. Cumulative voting shall be allowed in the election of directors.

ARTICLE VI

Provisions for Regulation of Internal Affairs

Section 1. Meetings of Stockholders. Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws.

Section 2. Meetings of Directors. The meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws

shall be vested solely in the Board of Directors. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

Section 4. Amendments of Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter, or repeal, or to add any provisions of its Articles of Incorporation in the manner prescribed by the laws of Idaho.

ARTICLE VII

Initial Registered Office and Agent

Section 1. Registered Office. The address of the initial registered office of the Corporation shall be 131 West Main, Weiser, Idaho 83672.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation at such address shall be Nicholas T. Bokides.

ARTICLE VIII

Directors

Section 1. Number of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors, which shall exercise all the powers of the Corporation except as otherwise provided in the Idaho Corporation Code. The number of directors of the Corporation shall not be less than one (1), nor more than five (5), and the exact number shall be fixed by the By-Laws of the Corporation. In the absence of a By-Law the number of directors shall be two (2). The number of directors may be

increased or decreased from time to time by amendment of the Code of By-Laws, but no decrease shall have the effect of shortening the term of any incumbent directors.

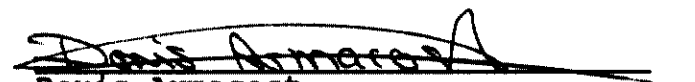
Section 2. Names and Addresses. The names and addresses of the incorporators and initial directors of the Corporation are as follows:

Bret Armacost
Post Office Box 159
Oxbow, Oregon 97840

Doris Armacost
Post Office Box 159
Oxbow, Oregon 97840

IN WITNESS WHEREOF, we, the undersigned, being all the incorporators designated in Article VIII of the foregoing Articles of Incorporation, have executed said Articles of Incorporation as of the 4th day of January, 1993.


Bret Armacost


Doris Armacost

January 6, 1993

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Secretary of State
State of Idaho
Statehouse, Room 203
Boise, Idaho 83720

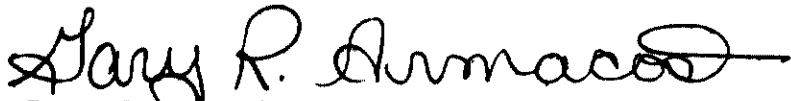
Re: CONSENT TO USE OF NAME

Dear Sir:

Please be advised that Hell's Canyon Adventures, Inc., does consent to the use of the name "Hell's Canyon Adventures II, Inc." by the incorporators, Bret Armacost and Doris Armacost. As the sole shareholder, director, and president of Hell's Canyon Adventures, Inc., we hereby give notice of our consent to the use of "Hell's Canyon Adventures II, Inc." by incorporators Bret and Doris Armacost for their new entity.

If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in dark ink, appearing to read "Gary R. Armacost", with a long horizontal flourish extending to the right.

Gary Armacost
President, Hell's Canyon Adventures, Inc.