

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SOUTHERN CROSS TOURS, 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: March 10, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

**ARTICLES OF INCORPORATION
OF
SOUTHERN CROSS TOURS, INC.**

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is Southern Cross Tours, Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include arranging travel tours and transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 100,000. Such shares are to consist of one class only. The par value of each of such shares shall be \$1.00 (One Dollar), which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is 2433 N. Government Way, Suite A, Coeur d'Alene, ID 83814.

The name of the corporation's initial registered agent at such address is Susan G. Beacham.

EIGHTH

The number of directors constituting the initial Board of Directors is three.

The name and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Susan G. Beacham
2125 E. 16th Avenue
Post Falls ID 83854

John C. Beacham
2125 E. 16th Avenue
Post Falls ID 83854

Michael W. Griffiths
2125 E. 16th Avenue
Post Falls ID 83854

NINTH

The names and addresses of all incorporators are:

Susan G. Beacham
2125 E. 16th Avenue
Post Falls ID 83854

John C. Beacham
2125 E. 16th Avenue
Post Falls ID 83854

Michael W. Griffiths
2125 E. 16th Avenue
Post Falls ID 83854

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 5th day of March, 1993.



Susan G. Beacham, President



John C. Beacham, Vice-President

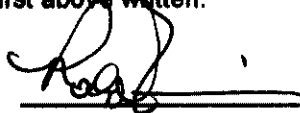


Michael W. Griffiths, Secretary-Treasurer

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 5th day of March, 1993, before me, the undersigned, a Notary Public in and for said state, personally appeared SUSAN G. BEACHAM, JOHN C. BEACHAM, and MICHAEL W. GRIFFITHS, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same, and that they were persons of lawful age and citizens of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Ralph J. Lincoln

Notary Public for Idaho

Residing at: Hayden Lake ID

My commission expires: 10/19/93

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