

State of Idaho

Department of State

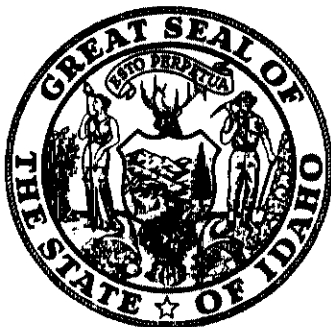
CERTIFICATE OF INCORPORATION OF

WIND RIVER ENTERPRISES, 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: February 18, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Rubie*

ARTICLES OF INCORPORATION
OF
WIND RIVER ENTERPRISES, INC.

RECEIVED
SEC. OF STATE

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

ARTICLE I.

The name of the corporation is WIND RIVER ENTERPRISES, INC.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The purposes of this corporation are to acquire and operate travel agencies and travel and recreation related businesses and to further engage in any commercial, industrial and agricultural enterprises calculated or designed to be profitable to this corporation.

ARTICLE IV.

The total number of shares of common stock which the corporation shall have authority to issue is 10,000 at no par value. All stock shall be non-assessable.

ARTICLE V.

The holders of the common stock of the corporation shall have the preemptive right to purchase from time to time, at such respective equitable prices, terms and conditions as should be fixed by the board of directors, such of the shares of the corporation that may be authorized over and above 10,000 shares of common stock authorized by the original Articles of Incorporation of the corporation. Such preemptive rights shall be exercised in the respective ratio to which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

ARTICLE VI.

The location and post office of the registered office of the corporation in the State of Idaho is W. 7535 Highland Drive, Coeur d'Alene, Idaho 83814. The name of the registered agent is David J. Pratt. The mailing address of Wind River Corporation is W. 7535 Highland Drive, Coeur d'Alene, Idaho 83814.

ARTICLE VII.

The number of directors of this corporation shall not be less than one nor more than three.

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 shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David M. Clark	3025 Rivercrest Drive Post Falls, Idaho 83854
David J. Pratt	W. 7535 Highland Drive Coeur d'Alene, Idaho 83814
William E. Hubbard	2795 Packsaddle Drive Coeur d'Alene, Idaho 83814

ARTICLE VIII.

The name and address of the person who is the incorporator is David M. Clark, 3025 Rivercrest Drive, Post Falls, Idaho 83854.

The undersigned for the purpose of forming a corporation under the laws of the State of Idaho does make and file this agreement and has accordingly made, signed and acknowledged these Articles of Incorporation this 8th day of February, 1993.




DAVID M. CLARK

STATE OF IDAHO)
 ss:
County of Kootenai)

On this 8th day of February, 1993, before me, the undersigned Notary Public, personally appeared David M. Clark, known to me to be the person whose name is subscribed to the within instrument, and declared that he signed the Articles of Incorporation as Incorporator and that the statements contained therein are true.

In Witness Whereof, I have hereunto set my hand and seal the day and year first above written.



Notary Public for Idaho
Residing at Coeur d'Alene