

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

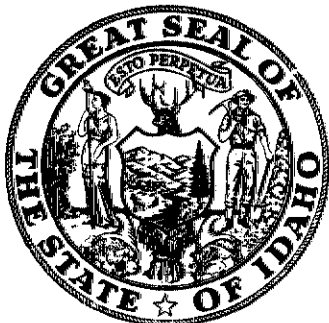
KISS ENTERPRISES, INC.

File number C 108836

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: December 30, 1994



Pete T. Cenarrusa

SECRETARY OF STATE

By

Anne Seibel

DEC 30 2 43 PM '94
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
KISS ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, being natural persons and citizens of the United States of America, desiring to associate ourselves together as a corporation under the name as above set forth, for the purpose of becoming a body corporate and politic under and by virtue of the laws of the State of Idaho, and in accordance with the provisions of the laws of said state, do hereby make, execute and acknowledge this certificate in writing of our intention to become a body corporate under and by virtue of said laws.

ARTICLE I.

CORPORATE NAME

The name of the proposed corporation is KISS ENTERPRISES, INC.

ARTICLE II.

PURPOSES AND OBJECTS

The nature of the business and the objects and purposes to be transacted, promoted and carried on, are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, to wit:

To conduct a livestock ranch operation together with recreational facilities for use by the contracting public.

To acquire, own, operate, sell, exchange, let or lease facilities for the conduct of said businesses within the State of Idaho or outside the State,

To borrow money for the purposes of this corporation; to issue bonds, notes and debentures and other evidences of indebtedness therefore and to secure the same by mortgage or pledge of personal property, including the income of said corporation or by mortgage of real property executed in trust or otherwise. All or any portion of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.

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To build an or all buildings, structures or warehouses necessary or convenient for the conduct of the business of said corporation or others or to acquire the same by purchase, lease or otherwise.

To purchase, lease or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property of every kind and to take over the whole or any part of the assets or liabilities of any person, firm, association or corporation engaged in or authorized to be conducted by this corporation or owning property necessary or suitable for its purposes and to pay for the same in cash, in the stock or bonds of this corporation or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired and to exercise all the powers necessary or incidental to the conduct of such business.

To enter into any contract, co-operative agreement or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.

To purchase or otherwise acquire, own hold, mortgage, pledge, sell, assign, transfer or otherwise dispose of shares of the capital stock of this corporation or evidences of indebtedness of any kind or nature created by any corporation or corporations, wherever organized, whether public or private.

To exercise generally the powers customarily exercised by business corporations and particularly the powers provided by the laws of the State of Idaho referring especially to Section 30-1-4 of the Idaho Code in any state of the United States and throughout the world.

To carry on any other business or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes. The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purpose.

ARTICLE III.

CORPORATE DURATION

The duration of the corporation shall be perpetual.

ARTICLE IV.

REGISTERED OFFICE AND AGENT

The location of the registered office of the corporation in the State of Idaho is HCR Box 625, Clark Fork, Idaho, 83811.

The registered agent of this corporation in the State of Idaho is Byron Lewis, with the above address.

ARTICLE V.

CAPITAL STOCK

The total authorized number of par value shares is 500. The aggregate par value of the total authorized number of par value shares is Fifty Thousand (\$50,000.00) Dollars, which is non-assessable. Par value shall be One Hundred (\$100.00) Dollars per share.

ARTICLE VI.

CLASSES OF STOCK

The stock of the corporation is divided into 500 shares common stock all with equal rights and privileges and pre-emptive rights.

ARTICLE VII.

DIRECTORS

The affairs of the corporation will be managed by a board consisting of the number of directors determined by the By-Laws but not less than one (1) director. Directors of the corporation shall be elected at the annual meeting of the shareholders in the manner determined by the By-Laws. Director vacancies shall be filled in the manner provided by the By-Laws. The initial Board of Directors shall consist of the incorporators hereof, who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify.

ARTICLE VIII.

INCORPORATORS

The name and Post Office Address of each of the incorporators and the number of shares for which each subscribed is:

Byron Lewis, HCR Box 625, Clark Fork, Id. 83811, 1 share.
Myra Lewis, HCR Box 625, Clark Fork, Id. 8311, 1 share.

The Board of Directors is composed of Byron Lewis and Myra Lewis, HCR Box 625, Clark Fork, Id. 83811.

Dated:

Myra Lee Lewis Byron C Lewis

STATE OF IDAHO, COUNTY OF BONNER:

On this 29th day of December, 1994, before me the undersigned, a Notary Public in and for said State, personally appeared BYRON LEWIS and MYRA LEWIS, known or identified to me to be the persons whose names are subscribed to the within Articles of Incorporation and acknowledged to me that they executed the same as their own free act and deed.

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

(SEAL)

Joey Williams
Notary Public for Idaho
Residence: Sandpoint, Id.
Comm. Exp.: 4-16-97