

789343-88

**ARTICLES OF INCORPORATION
FOR
LANE TRAVEL, INC.**

FILED

JAN 03 2001

OREGON
SECRETARY OF STATE

ARTICLE I

The name of the corporation (the "Corporation") is **LANE TRAVEL, INC..**

ARTICLE II

These Articles of Incorporation, though filed in December 2000, will be effective as of January 1, 2001.

ARTICLE III

The Corporation shall have authority to issue 100 shares of capital stock

ARTICLE IV

The street address of the Corporation's initial registered office is **15495 SW Sequoia Parkway #300, Portland, Oregon 97224**, the name of the Corporation's initial registered agent is **Sarah S. Conley**; and the mailing address of the initial registered agent is: **1500 S.W. Taylor Street, Portland, Oregon 97205**.

ARTICLE V

The name and address of the incorporator of the Corporation is **Sarah S. Conley, 1500 S.W. Taylor Street, Portland, Oregon 97205**.

ARTICLE VI

The address to which notices, as required by the Oregon Business Corporation Act, may be mailed until the principal office of the Corporation has been designated in an annual report is **Sarah S. Conley, 1500 S.W. Taylor Street, Portland, Oregon 97205**.

ARTICLE VII

The Corporation shall indemnify each of its directors to the fullest extent permissible under the Oregon Business Corporation Act, as the same exists or may hereafter be amended, against all expense, liability, and loss (including, without limitation, attorneys' fees) incurred or suffered by such person by reason of or arising from the fact that such person is or was a director of the Corporation, or is or was serving at the request of the Corporation as director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint

FILED: JAN 3, 2001
OREGON SECRETARY OF STATE



78934388-3140270

LANE TRAVEL, INC.

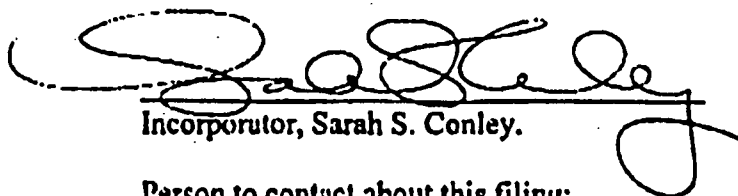
NEW

789343-88

venture, trust, employee benefit plan, or other enterprise, and such indemnification shall continue as to a person who has ceased to be a director, officer, partner, trustee, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators. The Corporation may, by action of the board of directors, provide indemnification to officers, employees, and agents of the Corporation who are not directors with the same scope and effect as the indemnification provided in this Article VI to directors. The indemnification provided in this Article VI shall not be exclusive of any other rights to which any person may be entitled under any statute, bylaw, agreement, resolution of shareholders or directors, contract or otherwise.

ARTICLE VIII

Directors of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for conduct as directors except to the extent that the Oregon Business Corporation Act, as it now exists or may hereafter be amended, prohibits elimination or limitation of director liability. No repeal or amendment of this Article VII or of the Oregon Business Corporation Act shall adversely affect any right or protection of a director for actions or omissions prior to the repeal or amendment.



Incorporator, Sarah S. Conley.

Person to contact about this filing:
Sarah S. Conley
(503) 220-0717