As filed with the Securities and Exchange Commission on March 4, 1997
Registration No. _____

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-SB

GENERAL FORM FOR REGISTRATION OF SECURITIES OF SMALL BUSINESS ISSUERS

Under Section 12(b) or (g) of the Securities Exchange Act of 1934

NAVA LEISURE USA, INC.
(Name of Small Business Issuer in its Charter)

Idaho	84-1368850
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

253 Ontario #1, P.O. Box 3303, Park City, Utah 84060
(Address of principal executive offices) (Zip Code)

Issuer's telephone number: (801) 649-5060

Securities to be registered under Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
N/A	N/A

Securities to be registered under Section 12(g) of the Act:

Common Stock, par value $0.0005 per share
(Title of Class)

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NAVA LEISURE USA, INC.

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PART I

Item 1. Description of Business

Business Development

NAVA LEISURE USA, INC. (the "Company") was organized on April 1, 1964 under the laws of the State of Idaho as Felton Products, Inc., having the stated purpose of engaging in various investment activities, without limitation of its general corporate powers to engage in any lawful activities. The Company engaged in limited investment and business development operations and, from the time of its inception, the Company has underwent several name changes and business changes.

On September 1, 1987, the Company changed its name to Ink & Imagers, Inc. There is no record of any business operations during the period the Company was known as Ink & Imagers, Inc. On November 16, 1988, the Company's name was changed to its present form, NAVA LEISURE USA, Inc. in anticipation of the acquisition of an operating business incorporated in Delaware with a similar name, NAVA LEISURE USA, INC., a Delaware corporation (hereinafter, "NAVA (Delaware)"). The acquisition and related stock exchange agreement was never completed, and all rights and interest in the Company and the NAVA (Delaware) subsidiary were confirmed to the Company by an Order Pursuant to Stipulation of the District Court for Idaho, Sixth Judicial District, on December 11, 1995. See Part II, Item 2, "Legal Proceedings."

The Company never engaged in an active trade or business throughout the period from 1988 to 1995. The only activity involved the lawsuit to rescind the NAVA (Delaware) business acquisition agreement, which was never completed in the first instance. The acquisition agreement was "rescinded and voided" by court order dated December 11, 1995. Furthermore, any exchanges of stock related thereto were canceled and made null and void by the same court order, and all certificates related thereto were returned to the Company. Accordingly, NAVA (Delaware) again became a wholly-owned subsidiary of the Company. On December 16, 1995, a special meeting of the board of directors was held for the purpose of canceling all shares of common and preferred stock issued by the Company pursuant to the rescinded NAVA (Delaware) transaction. The court order, stipulation, and the board action terminated all further issues in dispute regarding the litigation over the NAVA (Delaware) transaction. See Part II, Item 2, "Legal Proceedings."

Other than the rescinded acquisition transaction and related litigation regarding NAVA (Delaware), the Company has remained inactive since before 1988, until just recently. On November 1, 1996, the directors determined that the Company should become active in seeking potential operating businesses and business opportunities with the intent to acquire or merge with such businesses. The Company then began to consider and investigate potential business opportunities. The Company is considered a development stage company and, due to its status as a "shell" corporation, its principal business purpose is to locate and consummate a merger or acquisition with a private entity. Because of the Company's current status having no assets and no recent operating history, in the event the Company does successfully acquire or merge with an operating business opportunity, it is likely that the Company's present shareholders will experience substantial dilution and there will be a probable change in control of the Company.

The Company is voluntarily filing its registration statement on Form 10SB in order to make information concerning itself more readily available to the public. Management believes that being a reporting company under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), could provide a prospective merger or acquisition candidate with additional information concerning the Company. In addition, management believes that this might make the Company more attractive to an operating business opportunity as a potential business combination candidate. As a result of filing its registration statement, the Company is obligated to file with the Commission certain interim and periodic reports including an annual report containing audited financial statements. The Company intends to continue to voluntarily file these periodic reports under the Exchange Act even if its obligation to file such reports is suspended under applicable provisions of the Exchange Act.

Any target acquisition or merger candidate of the Company will become subject to the same reporting requirements as the Company upon consummation of any such business combination. Thus, in the event that the Company successfully completes an acquisition or merger with another operating business, the resulting combined business must provide audited financial statements for at least the two most recent fiscal years or, in the event that the combined operating business has been in business less than two years, audited financial statements will be required from the period of inception of the target acquisition or merger candidate.

The Company's principal executive offices are located at 253 Ontario No. 1, P.O. Box 3303, Park City, Utah 84060, and its telephone number is (801) 649-5060.

Business of Issuer
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The Company has no recent operating history and no representation is made, nor is any intended, that the Company will be able to carry on future business activities successfully. Further, there can be no assurance that the Company will have the ability to acquire or merge with an operating business, business opportunity or property that will be of material value to the Company.

Management plans to investigate, research and, if justified, potentially acquire or merge with one or more businesses or business opportunities. The Company currently has no commitment or arrangement, written or oral, to participate in any business opportunity and management cannot predict the nature of any potential business opportunity it may ultimately consider. Management will have broad discretion in its search for and negotiations with any potential business or business opportunity.

Sources of Business Opportunities
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The Company intends to use various sources in its search for potential business opportunities including its officers and directors, consultants, special advisors, securities broker-dealers, venture capitalists, members of the financial community and others who may present management with unsolicited
proposals. Because of the Company's lack of capital, it may not be able to retain on a fee basis professional firms specializing in business acquisitions and reorganizations. Rather, the Company will most likely have to rely on outside sources, not otherwise associated with the Company, that will accept

their compensation only after the Company has finalized a successful acquisition or merger. To date, the Company has not engaged nor entered into any discussions, negotiations, agreements nor understandings regarding retention of any consultant to assist the Company in its search for business opportunities, nor is management presently in a position to actively seek or retain any prospective consultants for these purposes.

The Company does not intend to restrict its search to any specific kind of industry or business. The Company may investigate and ultimately acquire a venture that is in its preliminary or development stage, is already in operation, or in various stages of its corporate existence and development. Management cannot predict at this time the status or nature of any venture in which the Company may participate. A potential venture might need additional capital or merely desire to have its shares publicly traded. The most likely scenario for a possible business arrangement would involve the acquisition of, or merger with, an operating business that does not need additional capital, but which merely desires to establish a public trading market for its shares. Management believes that the Company could provide a potential public vehicle for a private entity interested in becoming a publicly held corporation without the time and expense typically associated with an initial public offering.

Evaluation
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Once the Company has identified a particular entity as a potential acquisition or merger candidate, management will seek to determine whether acquisition or merger is warranted or whether further investigation is necessary . Such determination will generally be based on management's knowledge and experience, or with the assistance of outside advisors and consultants evaluating the preliminary information available to them. Management may elect to engage outside independent consultants to perform preliminary analysis of potential business opportunities. However, because of the Company's lack of capital it may not have the necessary funds for a complete and exhaustive investigation of any particular opportunity.

In evaluating such potential business opportunities, the Company will consider, to the extent relevant to the specific opportunity, several factors including potential benefits to the Company and its shareholders; working capital, financial requirements and availability of additional financing; history of operation, if any; nature of present and expected competition; quality and experience of management; need for further research, development or exploration; potential for growth and expansion; potential for profits; and other factors deemed relevant to the specific opportunity.

Because the Company has not located or identified any specific business opportunity as of the date hereof, there are certain unidentified risks that cannot be adequately expressed prior to the identification of a specific business opportunity. There can be no assurance following consummation of any acquisition or merger that the business venture will develop into a going concern or, if the business is already operating, that it will continue to operate successfully. Many of the potential business opportunities available to the Company may involve new and untested products, processes or market strategies which may not ultimately prove successful.

Form of Potential Acquisition or Merger
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Presently, the Company cannot predict the manner in which it might participate in a prospective business opportunity. Each separate potential opportunity will be reviewed and, upon the basis of that review, a suitable legal structure or method of participation will be chosen. The particular manner in which the Company participates in a specific business opportunity will depend upon the nature of that opportunity, the respective needs and desires of the Company and management of the opportunity, and the relative negotiating strength of the parties involved. Actual participation in a business venture may take the form of an asset purchase, lease, joint venture, license, partnership, stock purchase, reorganization, merger or consolidation. The Company may act directly or indirectly through an interest in a partnership, corporation, or other form of organization, however, the Company does not intend to participate in opportunities through the purchase of minority stock positions.

Because of the Company's current status and recent inactive status for the prior eight years, and its concomitant lack of assets or relevant operating history, it is likely that any potential merger or acquisition with another operating business will require substantial dilution of the Company's existing shareholders. There will probably be a change in control of the Company, with the incoming owners of the targeted merger or acquisition candidate taking over control of the Company. Management has not established any guidelines as to the amount of control it will offer to prospective business opportunity candidates, since this issue will depend to a large degree on the economic strength and desirability of each candidate, and corresponding relative bargaining power of the parties. However, management will endeavor to negotiate the best possible terms for the benefit of the Company's shareholders as the case arises.

Management does not have any plans to borrow funds to compensate any persons, consultants, promoters, or affiliates in conjunction with its efforts to find and acquire or merge with another business opportunity. Management does not have any plans to borrow funds to pay compensation to any prospective business opportunity, or shareholders, management, creditors, or other potential parties to the acquisition or merger. In either case, it is unlikely that the Company would be able to borrow significant funds for such purposes from any conventional lending sources. In all probability, a public sale of the Company's securities would also be unfeasible, and management does not contemplate any form of new public offering at this time. In the event that the Company does need to raise capital, it would most likely have to rely on the private sale of its securities. Such a private sale would be limited to persons exempt under the Commission's Regulation D or other rule or provision for exemption, if any applies. However, no private sales are contemplated by the Company's management at this time. If a private sale of the Company's securities is deemed appropriate in the future, management will endeavor to acquire funds on the best terms available to the Company. However, there can be no assurance that the Company will be able to obtain funding when and if needed, or that such funding, if available, can be obtained on terms reasonable or acceptable to the Company. The Company does not anticipate using Regulation S promulgated under the Securities Act of 1933 to raise any funds any time within the next year, subject only to its potential applicability after consummation of a merger or acquisition.

Although not presently anticipated by management, there is a remote possibility that the Company might sell its securities to its management or affiliates.

In the event of a successful acquisition or merger, a finder's fee, in the form of cash or securities of the Company, may be paid to persons instrumental in facilitating the transaction. The Company has not established any criteria or limits for the determination of a finder's fee, although most likely an appropriate finder's fee will be negotiated between the parties, including the potential business opportunity candidate, based upon economic considerations and reasonable value as estimated and mutually agreed at that time. A finder's fee would only be payable upon completion of the proposed acquisition or merger in the normal case, and management does not contemplate any other arrangement at this time. Management has not actively undertaken a search for, nor retention of, any finder's fee arrangement with any person. It is possible that a potential merger or acquisition candidate would have its own finder's fee arrangement, or other similar business brokerage or investment banking arrangement, whereupon the terms may be governed by a preexisting contract; in such case, the Company may be limited in its ability to affect the terms of compensation, but most likely the terms would be disclosed and subject to approval pursuant to submission of the proposed transaction to a vote of the Company's shareholders. Management cannot predict any other terms of a finder's fee arrangement at this time. It would be unlikely that a finder's fee payable to an affiliate of the Company would be proposed because of the potential conflict of interest issues. If such a fee arrangement was proposed, independent management and directors would negotiate the best terms available to the Company so as not to compromise the fiduciary duties of the affiliate in the proposed transaction, and the Company would require that the proposed arrangement would be submitted to the shareholders for prior ratification in an appropriate manner.

Management does not contemplate that the Company would acquire or merge with a business entity in which any affiliates of the Company have an interest. Any such related party transaction, however remote, would be submitted for approval by an independent quorum of the Board of Directors and the proposed transaction would be submitted to the shareholders for prior ratification in an appropriate manner. None of the Company's managers, directors, or other affiliated parties have had any contact, discussions, or other understandings regarding any particular business opportunity at this time, regardless of any potential conflict of interest issues. Accordingly, the potential conflict of interest is merely a remote theoretical possibility at this time.

Rights of Shareholders
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It is presently anticipated by management that prior to consummating a possible acquisition or merger, the Company will seek to have the transaction ratified by shareholders in the appropriate manner. Most likely, this would require a general or special shareholder's meeting called for such purpose. Idaho's General Business Corporations Law permits written ratification by shareholders, but only with unanimous written consent by all shares of all shareholders eligible to vote. Thus, a shareholder's meeting is normally the most expeditious procedure, wherein all shareholder's would be entitled to vote in person or by proxy. In the notice of such a shareholder's meeting and proxy statement, the Company will provide shareholders complete disclosure documentation concerning a potential acquisition of merger candidate, including financial information about the target and all material terms of the acquisition or merger transaction.

Competition
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Because the Company has not identified any potential acquisition or merger candidate, it is unable to evaluate the type and extent of its likely competition. The Company is aware that there are several other public companies with only nominal assets that are also searching for operating businesses and other business opportunities as potential acquisition or merger candidates. The Company will be in direct competition with these other public companies in its search for business opportunities and, due to the Company's lack of funds, it may be difficult to successfully compete with these other companies.

Employees
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As of the date hereof, the Company does not have any employees and has no plans for retaining employees until such time as the Company's business warrants the expense, or until the Company successfully acquires or merges with an operating business. The Company may find it necessary to periodically hire part-time clerical help on an as-needed basis.

Facilities
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The Company is currently using as its principal place of business the personal residence of its Secretary located in Park City, Utah. Although the Company has no written agreement and pays no rent for the use of this facility, it is contemplated that at such future time as an acquisition or merger transaction may be completed, the Company will secure commercial office space from which it will conduct its business. Until such an acquisition or merger, the Company lacks any basis for determining the kinds of office space or other facilities necessary for its future business. The Company has no current plans to secure such commercial office space. It is also possible that a merger or acquisition candidate would have adequate existing facilities upon completion of such a transaction, and the Company's principal offices may be transferred to such existing facilities.

Industry Segments
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No information is presented regarding industry segments. The Company is presently a development stage company seeking a potential acquisition of or merger with a yet to be identified business opportunity. Reference is made to the statements of income included herein in response to Part F/S of this Form 10SB for a report of the Company's operating history for the past two fiscal years.

Item 2. Management's Discussion and Analysis or Plan of Operation

The Company is considered a development stage company with no assets or capital and with no operations or income since approximately 1988. The costs and expenses associated with the preparation and filing of this registration statement and other operations of the Company have been paid for by shareholders of the Company, specifically H. DeWorth Williams (see Item 4, Security Ownership of Certain Beneficial Owners and Management - H.D. Williams). It is anticipated that the Company will require only nominal capital to maintain the corporate viability of the Company and necessary funds

will most likely be provided by the Company's existing shareholders or its officers and directors in the immediate future. However, unless the Company is able to facilitate an acquisition of or merger with an operating business or is able to obtain significant outside financing, there is substantial doubt about its ability to continue as a going concern.

In the opinion of management, inflation has not and will not have a material effect on the operations of the Company until such time as the Company successfully completes an acquisition or merger. At that time, management will evaluate the possible effects of inflation on the Company as it relates to its business and operations following a successful acquisition or merger.

Plan of Operation
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During the next twelve months, the Company will actively seek out and investigate possible business opportunities with the intent to acquire or merge with one or more business ventures. In its search for business opportunities, management will follow the procedures outlined in Item 1 above. Because the Company lacks finds, it may be necessary for the officers and directors to either advance funds to the Company or to accrue expenses until such time as a successful business consolidation can be made. Management intends to hold expenses to a minimum and to obtain services on a contingency basis when possible. Further, the Company's directors will defer any compensation until such time as an acquisition or merger can be accomplished and will strive to have the business opportunity provide their remuneration. However, if the Company engages outside advisors or consultants in its search for business opportunities, it may be necessary for the Company to attempt to raise additional funds. As of the date hereof, the Company has not made any arrangements or definitive agreements to use outside advisors or consultants or to raise any capital. In the event the Company does need to raise capital most likely the only method available to the Company would be the private sale of its securities. Because of the nature of the Company as a development stage company, it is unlikely that it could make a public sale of securities or be able to borrow any significant sum from either a commercial or private lender. There can be no assurance that the Company will be able to obtain additional funding when and if needed, or that such funding, if available, can be obtained on terms acceptable to the Company.

The Company does not intend to use any employees, with the possible exception of part-time clerical assistance on an as-needed basis. Outside advisors or consultants will be used only if they can be obtained for minimal cost or on a deferred payment basis. Management is confident that it will be able to operate in this manner and to continue its search for business opportunities during the next twelve months.

Item 3. Description of Property

The information required by this Item 3 is not applicable to this Form 10SB due to the fact that the Company does not own or control any material property.

As noted in Part II Item 2 below, regarding Legal Proceedings, the Company obtained one-hundred percent (100%) ownership and control of a Delaware subsidiary also named NAVA LEISURE USA, INC., by stipulation and judgment effective December 11, 1995 (i.e., NAVA (Delaware), as noted Supra, at Part I, Item 1). Since NAVA (Delaware) is also an inactive corporation which has never engaged in an active trade or business of any kind, the asset (100% stock of NAVA (Delaware)) is valued at zero (-0-) in the auditor's report at Part F/S, and is not a material asset to the Company.

Item 4. Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information, to the best knowledge of the Company as of February 26, 1997, with respect to each person known by the Company to own beneficially more than 5% of the Company's outstanding common stock, each director of the Company and all directors and officers of the Company as a group.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Edward F. Cowle 201 East 87th Street, Suite 6C New York, NY 10128	682,680	22.8%
David Williams 62 West 400 South Salt Lake City, Utah 84101	418,608	14.0%
H. D. Williams 62 West 400 South Salt Lake City, Utah 84101	372,096	12.4%
Mark William McWhirter 3629 Steven White Drive San Pedro, CA 90731	198,452	6.6%
Dr. M.R. Moeen-Ziai 5024 Abuela Drive San Diego, CA 92124	198,450	6.6%
Jim Ruzicka P.O. Box 3813 Park City, UT 84060	174,404	5.8%
Sarasanan Blaendra 439 West 233rd Street Carson, CA 90745	173,795	5.8%
Assieh Sedaghati 5011 Abuela Drive San Diego, CA 92124	173,646	5.8%
Management:		
J. Rockwell Smith, President P.O. Box 3303 Park City, UT 84060	8,636	0.3%
All Directors and Executive Officers as a Group (3 persons in group)	8,636	0.3%

Note: The Company has been advised that each of the persons listed above has sole voting power over the shares indicated above. Percent of Class (third column above) is based on 3,000,025 shares of common stock outstanding on February 26, 1997.

Item 5. Directors, Executive Officers, Promoters and Control Persons

The directors and executive officers of the Company and their respective ages are as follows:

Name	Age	Position
J. Rockwell Smith	59	President and Director
Blake Morgan	44	Vice President and Director
James Kerr	43	Secretary-Treasurer and Director

All directors hold office until the next annual meeting of stockholders and until their successors have been duly elected and qualified. There are no agreements with respect to the election of directors. The Company has not compensated its directors for service on the Board of Directors or any committee thereof, but the Company's by-laws provide that directors are entitled to a "fixed fee" and to be reimbursed for expenses incurred for attendance at meetings of the Board of Directors and any committee of the Board of Directors. However, due to the Company's lack of funds, the directors will defer their expenses and any compensation until such time as the Company can consummate a successful acquisition or merger. As of the date hereof, no director has accrued any expenses or compensation. Officers are appointed annually by the Board of Directors and each executive officer serves at the discretion of the Board of Directors. The Company does not have any standing committees at this time.

No director, officer, affiliate or promoter of the Company has, within the past five years, filed any bankruptcy petition, been convicted in or been the subject of any pending criminal proceedings, or is any such person the subject or any order, judgment or decree involving the violation of any state or federal securities laws.

J. Rockwell Smith is also a director of Rock City Ventures, Inc., an Idaho corporation.

James Kerr is also a director of In-Touch Interactive Multi-Media, Inc., a Utah corporation.

The business experience of each of the persons listed above during the past five years is as follows:

J. Rockwell Smith has been President and a director of the Company since 1987. From 1977 to 1989, Mr. Smith owned and operated his own construction company in Park City, Utah, named Rocky Smith Construction, which supervised construction projects in this resort community. From 1990 to the present, Mr. Smith has been employed as a driver by the Park City Transportation Company. Mr. Smith studied engineering at Seattle University and the University of Washington.

Blake Morgan has been Vice President and a director of the Company since 1987. From 1993 through October of 1996, Mr. Morgan worked as an independent agent and sales representative for both Gump & Ayers Real Estate of Park City, Utah, and Regional Telephone Directory of Salt Lake City, Utah. Since October of 1996, Mr. Morgan has been employed as a sales representative for Diamond Glass Company of Salt Lake City, Utah, one of Utah's largest auto and home glass distributors. Mr. Morgan attended the University of Utah from 1971 through 1973.

James Kerr has been Secretary-Treasurer and a director of the Company since 1995. Since 1994, Mr. Kerr has worked as an independent production manager and/or lighting technician for a number of companies situated in and around Salt Lake City, Utah, including Great Day Ltd., Video West, Bonneville Communications, Scopes, Garcia & Carlisle, Rutherford Productions, Stillson & Stillson, and Advantage Video. In 1993, Mr. Kerr was employed in equipment repair and maintenance for Redman Movies & Stories of Salt Lake City, Utah, and as a ski test programmer for Great Day Ltd. of Utah. Previously, he has operated his own business as a self-employed independent auto mechanic.

Item 6. Executive Compensation

The Company has not had a bonus, profit sharing, or deferred compensation plan for the benefit of its employees, officers or directors. The Company has not paid any salaries or other compensation to its officers, directors or employees for the years ended December 31, 1995 and 1994, nor at any time during 1996 or 1997. Further, the Company has not entered into an employment agreement with any of its officers, directors or any other persons and no such agreements are anticipated in the immediate future. It is intended that the Company's directors will defer any compensation until such time as an acquisition or merger can be accomplished and will strive to have the business opportunity provide their remuneration. As of the date hereof, no person has accrued any compensation from the Company.

Item 7. Certain Relationships and Related Transactions

During the Company's last two fiscal years, there have been no transactions between the Company and any officer, director, nominee for election as director, or any shareholder owning greater than five percent (5%) of the Company's outstanding shares, nor any member of the above referenced individuals' immediate family.

Item 8. Description of Securities

Common Stock
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The Company is authorized to issue 50,000,000 shares of common stock, par value $.0005 per share, of which 3,000,025 shares are issued and outstanding as of the date hereof. All shares of common stock have equal rights and privileges with respect to voting, liquidation and dividend rights. Each share of common stock entitles the holder thereof to (i) one noncumulative vote for each share held of record on all matters submitted to a vote of the stockholders; (ii) to participate equally and to receive any and all such dividends as may be declared by the Board of Directors out of funds legally available therefor; and (iii) to participate pro rata in any distribution of assets available for distribution upon liquidation of the Company. Stockholders of the Company have no pre-emptive rights to acquire additional shares of common stock or any other securities. The common stock is not subject to redemption and carries no subscription or conversion rights. All outstanding shares of common stock are fully paid and non-assessable.

Preferred Stock

The Company is authorized to issue 5,000,000 shares of preferred stock, par value $.001 per share, none of which are presently issued and outstanding as of the date hereof. The preferred stock is authorized in two series designated as Series A preferred stock and Series B preferred stock.

Series A Preferred Stock

As set forth in the Company's Statement of Designation, Rights, Preferences and Limitations of Series A Preferred Stock, which was filed with the Idaho Secretary of State on November 22, 1988, as an addendum to the Company's Articles of Incorporation, the Company is authorized to issue up to 1,100,000 shares of Series A preferred stock. Each share of Series A preferred stock shall be cumulative, with a preferential dividend of 1.111 times that payable with respect to each share of common stock per share of Series A preferred stock, wherein no dividend may be paid on the common stock unless simultaneously paid on the Series A Preferred Stock; with the further exception that stock dividends on the common stock may be paid without limitation. The Series A preferred stock may be redeemed in the sole option of the Board of Directors, at any time, in whole or in part, upon payment of a redemption price per share of one dollar ($1.00), plus a premium equal to one dollar ($1.00) multiplied by a factor of ten-percent (10%) per annum from the time of issuance to the date set for redemption, such premium to be reduced by the amount of any dividends paid or for which payment has been provided on such share up to the redemption date. There are conversion rights, at the option of the Series A preferred stockholder, to convert each 1,000 shares of Series A preferred stock into 1,111 shares of common stock, adjusted for any division, split, stock dividend or conversion of the common stock. No fractional shares are permitted to be issued, and fractional adjustments are to be paid in cash. In the event of liquidation of the Company, and only after payment or provision for the debts and liabilities of the Company, the holders of Series A preferred stock are entitled to a preference over the common stockholders equal to the sum of one dollar ($1.00), plus a premium equal to one dollar ($1.00) multiplied by a factor of ten-percent (10%) per annum from the time of issuance to the date fixed for distribution, such premium to be reduced by the amount of any dividends paid or for which payment has been provided on such share up to the date fixed for distribution. The Series A and Series B preferred stockholders share equally, on a pro rata basis, in any distribution in liquidation; however, the Board of Directors retains the right to issue other preferred shares and change the ranking on distribution rights upon each series of preferred stock. There are not any voting rights, except as required by law. As of the date hereof, no shares of the Company's Series A preferred shares are issued and outstanding.

Series B Preferred Stock

As set forth in the Company's Statement of Designation, Rights, Preferences and Limitations of Series B Preferred Stock, which was filed with the Idaho Secretary of State on November 22, 1988, as an addendum to the Company's Articles of Incorporation, the Company is authorized to issue up to 100,000 shares of Series B preferred stock. Each share of Series B preferred stock shall be cumulative, with a preferential dividend of 20 times that payable with respect to each share of common stock per share of Series B preferred stock, wherein no dividend may be paid on the common stock unless

simultaneously paid on the Series B Preferred Stock; with the further exception that stock dividends on the common stock may be paid without limitation. The Series B preferred stock may be redeemed in the sole option of the Board of Directors, at any time, in whole or in part, upon payment of a redemption price per share of one dollar ($1.00), plus a premium equal to one dollar ($1.00) multiplied by a factor of ten-percent (10%) per annum from the time of issuance to the date set for redemption, such premium to be reduced by the amount of any dividends paid or for which payment has been provided on such share up to the redemption date. There are conversion rights, at the option of the Series B preferred stockholder, to convert each shares of Series B preferred stock into 20 shares of common stock, adjusted for any division, split, stock dividend or conversion of the common stock. No fractional shares are permitted to be issued, and fractional adjustments are to be paid in cash. In the event of liquidation of the Company, and only after payment or provision for the debts and liabilities of the Company, the holders of Series B preferred stock are entitled to a preference over the common stockholders equal to the sum of one dollar ($1.00), plus a premium equal to one dollar ($1.00) multiplied by a factor of ten-percent (10%) per annum from the time of issuance to the date fixed for distribution, such premium to be reduced by the amount of any dividends paid or for which payment has been provided on such share up to the date fixed for distribution. The Series A and Series B preferred stockholders share equally, on a pro rata basis, in any distribution in liquidation; however, the Board of Directors retains the right to issue other preferred shares and change the ranking on distribution rights upon each series of preferred stock. There are not any voting rights, except as required by law. As of the date hereof, no shares of the Company's Series B preferred shares are issued and outstanding.

PART II

Item 1. Market Price of and Dividends on the Registrant's Common Equity and Other Shareholder Matters

No shares of the Company's common stock have previously been registered with the Securities and Exchange Commission (the "Commission") or any state securities agency or authority. The Company intends to make an application to the NASD for the Company's shares to be quoted on the OTC Bulletin Board. The Company's application to the NASD will consist of current corporate information, financial statements and other documents as required by Rule 15c2-1-1 of the Securities Exchange Act of 1934, as amended. Inclusion on the OTC Bulletin Board permits price quotations for the Company's shares to be published by such service. The Company is not aware of any established trading market for its common stock nor is there any record of any reported trades in the public market in recent years. The Company's common stock has not traded in a public market since 1988.

If and when the Company's common stock is traded in the over-the-counter market, most likely the shares will be subject to the provisions of Section 15(g) and Rule 15g-9 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), commonly referred to as the "penny stock" rule. Section 15(g) sets forth certain requirements for transactions in penny stocks and Rule 15g-9(d)(l) incorporates the definition of penny stock as that used in Rule 3a51-1 of the Exchange Act.

The Commission generally defines penny stock to be any equity security that has a market price less than $5.00 per share, subject to certain exceptions. Rule 3a51-1 provides that any equity security is considered to be a penny stock unless that security is: registered and traded on a national securities exchange meeting specified criteria set by the Commission; authorized for quotation on The NASDAQ Stock Market; issued by a registered investment company; excluded from the definition on the basis of price (at least $5.00 per share) or the issuer's net tangible assets; or exempted from the definition by the Commission. If the Company's shares are deemed to be a penny stock, trading in the shares will be subject to additional sales practice requirements on broker-dealers who sell penny stocks to persons other than established customers and accredited investors, generally persons with assets in excess of $1,000,000 or annual income exceeding $200,000, or $300,000 together with their spouse.

For transactions covered by these rules, broker-dealers must make a special suitability determination for the purchase of such securities and must have received the purchaser's written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt, the rules require the delivery, prior to the first transaction, of a risk disclosure document relating to the penny stock market. A broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative, and current quotations for the securities. Finally, monthly statements must be sent disclosing recent price information for the penny stocks held in the account and information on the limited market in penny stocks. Consequently, these rules may restrict the ability of broker-dealers to trade and/or maintain a market in the Company's common stock and may affect the ability of shareholders to sell their shares.

As of February 26, 1997 there were 387 holders of record of the Company's common stock. There are no reported bid or asked prices for the Company's shares.

As of the date hereof, the Company has issued and outstanding 3,000,025 shares of common stock. Of this total, all shares were issued in transactions more than three years ago. Thus, all shares are deemed to have been issued more than three years ago and may be sold or otherwise transferred without restriction pursuant to the terms of Rule 144 ("Rule 144") of the Securities Act of 1933, as amended (the "Act"), unless held by an affiliate or controlling shareholder of the Company. Of these shares, the Company has identified 2,400,767 shares as being held by affiliates of the Company. The remaining 599,258 shares are deemed free from restrictions and may be sold and/or transferred without further registration under the Act.

The 2,400,767 shares presently held by affiliates or controlling shareholders of the Company may be sold pursuant to Rule 144, subject to the volume and other limitations set forth under Rule 144. In general, under Rule 144 as currently in effect, a person (or persons whose shares are aggregated) who has beneficially owned restricted shares of the Company for at least two years, including any person who may be deemed to be an "affiliate" of the Company (as the term "affiliate" is defined under the Act), is entitled to sell, within any three-month period, an amount of shares that does not exceed the greater of (i) the average weekly trading volume in the Company's common stock during the four calendar weeks preceding such sale, or (ii) 1% of the shares then outstanding. A person who is not deemed to be an "affiliate" of the Company and who has held restricted shares for at least three years would be entitled to sell such shares without regard to the resale limitations of Rule 144.

Dividend Policy
- ---------------

The Company has not declared or paid cash dividends or made distributions in the past, and the Company does not anticipate that it will pay cash dividends or make distributions in the foreseeable future. The Company currently intends to retain and reinvest future earnings, if any, to finance its operations.

Item 2. Legal Proceedings

Except as set forth below, the Company is currently not a party to any material pending legal proceedings and no such action by, or to the best of its knowledge, against the Company has been threatened. In November of 1988, the Company had entered into a purported agreement entitled "Stock Purchase and Exchange Agreement" (the "Agreement"), which purported to effect an exchange of stock between the Company and all the shareholders of NAVA (Delaware), such that the Company would own all the issued and outstanding stock of NAVA (Delaware) upon consummation. NAVA (Delaware) purported to own certain operating business interests or rights. In fact, a major dispute arose between the parties regarding the entire transaction. A lawsuit was filed by the Company in 1994 in The District Court for the Sixth Judicial District of the State of Idaho, In and for The County of Franklin, Case No. CV-94-79, seeking a complete rescission of the transaction and restitution of the parties to their equitable positions prior to the execution of the Agreement. On December 11, 1995, the court, J. Don L. Harding presiding, rendered both an Order Pursuant to Stipulation and a Default Judgment in the case, whereby the parties resolved all remaining matters in dispute. The Order and Judgment collectively provided, among other immaterial matters, that (a) all stock and stock certificates of both the Company and NAVA (Delaware) be returned or transferred such that title vested only in the Company; (b) that all agreements between the parties are rescinded, canceled and void; and (c) that the Company was awarded damages against NAVA (Delaware) of $40,440.04, plus interest at the legal rate on judgments. However, the judgment for damages is of little or no value, since all right, title, and interest in NAVA (Delaware) was conveyed to the Company in accordance with the Order Pursuant to Stipulation and Default Judgment in the case. It is noted that the independent auditor's report included herein at Part F/S, at footnote 2, has made a valuation allowance completely offsetting the damages judgment in the financial statements (i.e., the damages judgment does not appear as an asset in the balance sheet since the allowance for doubtful accounts completely writes off any value, based on the estimation that the damages judgment is not collectible). Legal counsel for the Company has advised it that the Order and Judgment described above resolved all matters in the case. The Company was inactive from 1988 through the present date of this Form 10SB. In the absence of any other known litigation matters pending or threatened, the Company believes that all litigation matters are currently resolved.

Item 3. Changes in and Disagreements with Accountants

Item 3 is not applicable to this Form 10SB.

Item 4. Recent Sales of Unregistered Securities

All issues of securities by the Company were made more than three years ago.
PAGE

Item 5. Indemnification of Directors and Officers

As permitted by the provisions of the Idaho Statutes, the Articles of Incorporation for the Company has the power to indemnify (specifically, "(t)he Directors and Officers of the Corporation shall not be personally liable to the Corporation or its stockholders for damages for breach of any duty owed to the Corporation or its stockholders"), except by reason of (a) breach of the duty of loyalty, (b) a breach of duty in bad faith or involving intentional misconduct or a knowing violation of law, (c) provided for under Section 30-1-48 of the Idaho Code, or (d) for any transaction from which the director derived an improper benefit. The by-laws do not have any provisions for indemnification. Neither the Company's Articles of Incorporation nor by-laws makes provisions for the purchase of liability insurance on behalf of its officers or directors. The Company does not maintain any such liability insurance.

Transfer Agent
- --------------

The Company has designated Interstate Transfer Company, 56 West 400 South, Suite 260, Salt Lake City, Utah, 84101, as its transfer agent.

PART F/S

Financial Statements and Supplementary Data

The Company's financial statements for the years ended June 30, 1995, 1996 and September 30, 1996, have been examined to the extent indicated in their reports by Jones, Jensen & Company, independent certified accountants, and have been prepared in accordance with generally accepted accounting principles and pursuant to Regulation S-B as promulgated by the Securities and Exchange Commission and are included herein, on the following pages, in response to Part F/S of this Form 10-SB.
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PAGE

[Jones, Jensen & Company Letterhead]

Independent Auditors Report
- ---------------------------

The Board of Directors
Nava Leisure USA, Inc.

We have audited the balance sheets of Nava Leisure USA, Inc. (a development stage company) as of September 30, 1996 and June 30, 1996 and 1995, and the related statements of operations, stockholders' equity (deficit) and cash flows for the three months ended September 30, 1996 and for the years ended June 30, 1996, 1995 and 1994 and from inception on April 1, 1964 through September 30, 1996. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial condition of Nava Leisure USA, Inc. as of September 30, 1996 and June 30, 1996 and 1995, and the results of its operations and its cash flows for the three months ended September 30, 1996 and the for years ended June 30, 1996, 1995 and 1994 and from inception on April 1, 1964 through September 30, 1996 in conformity with generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Compa
ny will continue as a going concern. As discussed in Note 3 to the financial statements, the Company is a development stage company with no established source of revenues. These conditions raise substantial doubt about its ability to continue as a going concern. Management's plans concerning these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/S/ Jones, Jensen & Company
- -----------------------------------
Jones, Jensen & Company
October 24, 1996
50 South Main Street, Suite 1450
Salt Lake City, Utah 84144
PAGE

NAVA LEISURE USA, INC.
(A Development Stage Company)
Balance Sheets

ASSETS

	September 30, 1996	June 30, 1996	June 30, 1995
CURRENT ASSETS			
Cash.....	$ -	-	-
Total Current Assets	-	-	-
TOTAL ASSETS	$ -	$ -	$ -
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)			
CURRENT LIABILITIES			
Accounts payable.....	$ 3,100	$ 3,100	$ 2,199
Total Current Liabilities	3,100	3,100	2,199
STOCKHOLDERS' EQUITY (DEFICIT)			
Series A Preferred stock, 1,100,000 shares authorized at $1.00 par value; -0- shares issued and outstanding	-	-	-
Series B Preferred stock, 100,000 shares authorized at $1.00 par value; -0- shares issued and outstanding	-	-	-
Common stock, 50,000,000 shares authorized at $0.0005 par value; 3,000,024 shares issued and outstanding	1,500	1,500	1,500
Capital in excess of par value	13,835	13,835	13,182
Deficit accumulated during the development stage	(18,435)	(18,435)	(16,881)
Total Stockholders' Equity (Deficit)	(3,100)	(3,100)	(2,199)
TOTAL LIABILITIES AND STOCKHOLDERS' EQITY (DEFICIT)	$ -	-	-

[The accompanying notes are an integral part of these financial statements.]

NAVA LEISURE USA, INC.
(A Development Stage Company)
Statements of Operations

	From Inception For the Three Months Ended September 30, 1996	On April 1, 1964 through September 30, 1996	For the Years Ended June 30, 1995	1994	September 30, 1996
REVENUE	$ -	$ -	$ -	$ -	$ -
EXPENSES	$ -	-	-	-	-
OPERATING INCOME (LOSS)	-	-	-	-	-
LOSS ON DISCONTINUED OPERATIONS	-	(1,554)	(1,602)	(2,169)	(18,435)
NET LOSS	$ -	(1,554)	(1,602)	(2,169)	(18,435)
NET LOSS PER SHARE	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	3,000,024	3,000,024	3,000,024	3,000,024	

[The accompanying notes are an integral part of these financial statements.]
PAGE

NAVA LEISURE USA, INC.
(A Development Stage Company)
Statements of Stockholders' Equity (Deficit)

	Common Stock		Capital Excess of Par Value	Deficit Accumulated During the Development Stage
	Shares	Amount		
Balance, April 1, 1965	-	$ -	$ -	$ -
Issuance of common stock for cash from inception on April 1, 1965 through June 30, 1993 at approximately $0.0036 per share	3,000,024	1,500	9,250	-
Contribution of capital through payment of expenses by shareholder	-	-	500	-
Net income (loss) from inception on April 1, 1964 through June 30, 1993	-	-	-	(13,110)
Balance, June 30, 1993	3,000,024	1,500	9,750	(13,110)
Contribution of capital through payment of expenses by shareholder	-	-	1,450	-
Net income (loss) for the year ended June 30, 1994	-	-	-	(2,169)
Balance, June 30, 1994	3,000,024	1,500	11,155	(15,279)
Contribution of capital through payment of expenses by shareholder	-	-	2,027	-
Net income (loss) for the year ended June 30, 1995	-	-	-	(1,602)
Balance, June 30, 1995	3,000,024	1,500	13,182	(16,881)
Contribution of capital through payment of expenses by shareholder	-	-	653	-
Net income (loss) for the year ended June 30, 1996	-	-	-	(1,554)

Balance, June 30, 1996		3,000,024	1,500	
13,835	(18,435)			
Net income (loss) for the three months ended September 30, 1996		-	-	
- -	-			
		----------	----------	
- ----------	----------			
Balance, September 30, 1996		3,000,024	$ 1,500	$
13,835	$ (18,435)			
		==========	==========	
==========	==========			

[The accompanying notes are an integral part of these financial statements.]
PAGE

NAVA LEISURE USA, INC.
(A Development Stage Company)
Statements of Cash Flows

	From Inception For the Three Months Ended September 30, 1996	On April 1, 1964 through September 30, 1996	For the Years Ended June 30, 1995	1994	September 30, 1996
CASH FLOWS FROM OPERATING ACTIVITIES					
Net loss from discontinued Operations	$ -	$ (1,554)	$ (1,602)	$ (2,169)	$ (18,435)
Adjustments to reconcile Net loss from discontinued Operations to cash used by Operating activities					
Expenses paid by Shareholder	-	653	2,027	1,405	4,585
Increase (decrease) in Accounts payable	-	901	(425)	764	3,100
Net cash provided (Used) By Operating Activities	-	-	-	-	(10,750)
CASH FLOWS FROM INVESTING ACTIVITIES	-	-	-	-	-
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from issuance Of common stock	-	-	-	-	10,750
Net cash provided (Used) By financing activities	-	-	-	-	10,750
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	-	-	-	-	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	-	-	-	-	-
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ -	-	-	-	-

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION				
Interest Paid	$	-	-	-
Income taxes paid	$	-	-	-

[The accompanying notes are an integral part of these financial statements.]
PAGE

NAVA LEISURE USA, INC.
(A Development Stage Company)
Notes to the Financial Statements
September 30, 1996 and June 30, 1996 and 1995

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Organization

The financial statements presented are those of Nava Leisure USA, Inc. (A development stage company)(the "Company"). The Company was incorporated on April 1, 1964 in the State of Idaho as Felton Products, Inc. for the purpose of engaging in investing activities.

On October 13, 1987, the Company issued 12,000,000 of its previously unissued authorized shares to acquire the assets of Copytex. In connection with this agreement, the Company changed its name to Ink & Imagers, Inc. On October 3, 1988, the Company rescinded the agreement with Copytex. The shares issued pursuant to the agreement were returned and cancelled.

On November 30, 1988, the Company entered into an agreement with Nava Leisure USA, Inc. (Nava), whereby, it would acquire all of the issued and outstanding stock of Nava in exchange for 18,730,900 shares of its common stock, 1,002,000 shares of its series A preferred stock and 89,670 shares of its series B preferred stock. In connection with this agreement, the Company changed its name to Nava Leisure USA, Inc. On December 15, 1995, the Company rescinded the agreement due to nonperformance by Nava. All shares issued per the agreement were cancelled and the cancellation was shown retroactively. (Note 2)

The Company is currently inactive and is seeking other business opportunities through mergers and acquisitions.

b. Accounting Method

The Company's financial statements are prepared using the accrual method of accounting. The Company has elected a June 30 year end.

c. Net Loss Per Share

The computation of net loss per share of common stock is based on the weighted average number of shares outstanding during the period.

d. Cash Equivalents

For purposes of the Statement of Cash Flows, the Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

e. Provision for Taxes

The Company accounts for income using Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes." Under Statement 109, the liability method is used in accounting for income taxes.

As of September 30, 1996, the Company had net operating loss carryforwards of $18,435 that may be offset against future taxable income through 2011. The tax benefit of the net loss carryforwards is offset by a valuation allowance of the same amount due to the uncertainty that the carryforwards will be used before they expire.

NAVA LEISURE USA, INC.
(A Development Stage Company)
Notes to the Financial Statements
September 30, 1996 and June 30, 1996 and 1995

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

f. Stock Split

On October 27, 1988, the Company effected a split of its common shares outstanding on a 1.5 for 1 basis. The financial statements have been retroactively restated to reflect the effects of this stock split.

g. Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2 - Litigation

On September 26, 1994, a shareholder of the Company filed a lawsuit against the Company and the shareholder (the Shareholders) that received shares of the Company's common stock per the exchange agreement between the Company and Nava Leisure USA, Inc. (a Delaware corporation). The lawsuit alleged that the terms of the agreement had not been fulfilled, and that the exchange agreement should be unwould as a result of the nonperformance. The lawsuit also sought damages from the shareholders in the amount of $35,000 on behalf of the Company.

On December 11, 1995, a default judgment was recorded in favor of the Shareholder who had filed the lawsuit. The judgment ordered that the exchange agreement be rescinded, that the shares issued per the exchange agreement be returned to the Company, and that the Company be awarded damages of $35,000 and cost of $5,440. To date, the Company has not collected any of the damages awarded. Due to the uncertainty that the Company will collect any of the damages, the amount has been offset in full by a valuation allowance.

NOTE 3 - GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company does not have significant cash or other material assets, nor does it have an established source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. It is the intent of the Company to seek a merger with an existing, operating company. Currently, the stockholders are committed to cover all operating and other costs until sufficient revenues are generated.PAGE

PART III

Item 1. Index to Exhibits

The following exhibits are filed with this Registration Statement:

Exhibit No.	Exhibit Name
2(i)	Articles of Incorporation and all amendments pertaining thereto
2(ii)	By-laws
4	Specimen Stock Certificate
21	Subsidiaries of the Small Business Issuer
27	Financial Data Schedule

Item 2. Description of Exhibits

See Item 1 above.

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SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the registrant caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

NAVA LEISURE USA, INC.
(Registrant)

By: /s/ J. Rockwell Smith

Date: March 27, 1997

J. ROCKWELL SMITH, President

Exhibit No. 2(ii)

BY-LAWS FOR THE REGULATION
EXCEPT AS OTHERWISE PROVIDED BY STATUTE
OR ITS ARTICLES OF INCORPORATION OF
NAVA LEISURE USA, INC.

ARTICLE I
Offices

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation is hereby fixed and located at 253 Ontario #,P.O. Box 3303, Park City, Utah 84060. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another.

Section 2. OTHER OFFICES. Branch or subordinate offices may at any time be established by the board of directors at any place or places where the corporation is qualified to do business.

ARTICLE II
Meetings of Shareholders

Section 1. MEETING PLACE. The annual meetings of shareholders and all other meetings of shareholders shall be held either at the principal office or at any other place within or without the State of Idaho which may be designated either by the board of directors, pursuant to authority hereinafter granted to said board, or by the written consent of all shareholders entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the corporation.

Section 2. ANNUAL MEETINGS. The annual meetings of shareholders shall be held on the 2nd Wednesday of January each year, at the hour of 2:00 o'clock p.m. of said day commencing with the year 1996, provided, however, that should said day fall upon a legal holiday, then any such annual meeting of shareholders shall be held at the same time and place on the next day thereafter ensuing which is not a legal holiday.

Written notice of each annual meeting signed by the president or a vice president, or the secretary, or an assistant secretary, or by such other person or persons as the directors shall designate, shall be given to each shareholder entitled to vote thereat, either personally or by mail or other means of written communication, charges prepaid, addressed to such shareholder at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If a shareholder gives no address, notice shall be deemed to have been given to him, if sent by mail or other means of written communication addressed to the place where the principal office of the corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each shareholder entitled thereto not less than ten (10) nor more than sixty (60) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall also state the purpose or purposes for which the meeting was called.

Section 3. SPECIAL MEETINGS. Special meetings of the shareholders, for any purpose or purposes whatsoever, may be called at any time by the president or by the board of directors, or by one or more shareholder holding not less than 60% of the voting power in the corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of shareholders. Notices of any special meeting, shall specify in addition to the place, day and hour of such meeting, the purpose or purposes for which the meeting is called.

Section 4. ADJOURNED MEETINGS AND NOTICE THEREOF. Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares, the holders of which are either present in person or represented by a proxy thereat, but in the absence of a quorum, no other business may be transacted at any such meeting.

When any shareholders' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 5. ENTRY OF NOTICE. Whenever any shareholder entitled to vote has been absent from any meeting of shareholders, whether annual or special, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such shareholders, as required by law and the bylaws of the corporation.

Section 6. VOTING. At all annual and special meetings of stockholders entitled to vote thereat, every holder of stock issued to a bona fide purchaser of the same, represented by the holders thereof, either in person or by proxy in writing, shall have one vote for each share of stock so held and represented at such meetings, unless the Articles of Incorporation of the company shall otherwise provide, in which event the voting rights, powers and privileges prescribed in the said Articles of Incorporation shall prevail. Voting for directors and, upon demand of any stockholder, upon any question at any meeting shall be by ballot.

Section 7. QUORUM. The presence in person or by proxy of the holder of a majority of the shares entitled to vote at any meeting shall constitute a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 8. CONSENT OF ABSENTEES. The transactions of any meeting of shareholders, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the shareholders entitled to vote, not present in person or by proxy, sign a written Waiver of Notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of this meeting.

Section 9. PROXIES. Every person entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy, executed by such person or his duly authorized agent and filed with the secretary of the corporation; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the shareholder executing it specifies therein the length of time for which such proxy is to continue in force, which in no case shall exceed seven (7) years from the date of its execution.

ARTICLE III

Section 1. POWERS. Subject to the limitations of the Articles of Incorporation or the bylaws, and the provisions of the Idaho Statutes as to action to be authorized or approved by the shareholders, and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers to wit:

First -- To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the bylaws, fix their compensation, and require from them security for faithful service.

Second -- To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with the law, with the Articles of Incorporation or the bylaws, as they may deem best.

Third -- To change the principal office for the transaction of the business of the corporation from one location to another within the same county as provided in Article 1, Section 1, hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Idaho, as provided in Article 1, Section 2, hereof; to designate any place within or without the State of Idaho for the holding of any shareholders' meeting or meetings; and to adopt, make and use a corporate seal, and to prescribe the forms of certificates from time to time, as in their judgment they may deem best, provided such seal and such certificates shall at all times comply with the provisions of law.

Fourth -- To authorize the issue of shares of stock of the corporation from time to time, upon such terms as may be lawful, in consideration of money paid, labor done or services actually rendered, debts or securities canceled, or tangible or intangible property actually received, or in the case of shares issued as a dividend, against amounts transferred from surplus to stated capital.

Fifth -- To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

Sixth -- To appoint an executive committee and other committees and to delegate to the executive committee any of the powers and authority of the board in management of the business and affairs of the corporation, except the power to declare dividends and to adopt, amend or repeal bylaws. The executive committee shall be composed of one or more directors.

Section 2. NUMBER AND QUALIFICATION OF DIRECTORS. The authorized number of directors of the corporation shall not be less than three (3) and no more than fifteen (15).

Section 3. ELECTION AND TERM OF OFFICE. The directors shall be elected at each annual meeting of shareholders, but if any such annual meeting, is not held, or the directors are not elected thereat, the directors may be elected at any special meeting, of shareholders. All directors shall hold office until their respective successors are elected.

Section 4. VACANCIES. Vacancies in the board of directors may filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual or a special meeting of the shareholders.

A vacancy or vacancies in the board of directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the shareholders fail at any annual or special meeting of shareholders at which any director or directors are elected to elect the full authorized number of directors to be voted for at that meeting.

The shareholders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. If the board of directors accept the resignation of a director tendered to take effect at a future time, the board or the shareholders shall have the power to elect a successor to take office when the resignation is to become effective.

Section 5. PLACE OF MEETING. Regular meetings of the board of directors shall be held at a place within or without the State of Idaho which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation regular meeting shall be held at the principal office of the corporation. Special meetings of the board may be held either at a place so designated, or at the principal office.

Section 6. ORGANIZATION MEETING. Immediately following each annual meeting, of shareholders, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 7. OTHER REGULAR MEETINGS. Other regular meetings of the board of directors shall be held without call on the first Monday of each month at the hour of 9:00 o'clock a.m. of said day; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the board of directors is hereby dispensed with.

Section 8. SPECIAL MEETINGS. Special meetings of the board of directors for any purpose or purposes shall be called at any time by the president, or, if he is absent or unable or refuses to act, by any vice president or by any two directors. Written notice of the time and place of special meeting, shall be delivered personally to the directors or sent to each director by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall be due, legal and personal notice to such director.

Section 9. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given to absent directors, if the time and place be fixed at the meeting adjourned.

Section 10. ENTRY OF NOTICE. Whenever any director has been absent from any special meeting of the board of directors, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting, was given to such director, as required by law and the bylaws of the corporation.

Section 11. WAIVER OF NOTICE. The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though had a meeting, duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present sign a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. QUORUM. A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present, shall be regarded as the act of the board of directors, unless a greater number be required by law or by the Articles of Incorporation.

Section 13. ADJOURNMENT. A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided however, that in the absence of a quorum, a majority of the directors present at any director's meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the board.

Section 14. FEES AND COMPENSATION. Directors shall not receive any stated salary for their services as directors, but by resolution of the board, a fixed fee, with or without expenses of attendance may be allowed for attendance at each meeting.

ARTICLE IV
Officers

Section 1. OFFICERS. The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have, at the discretion of the board of directors, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. Officers other than president and chairman of the board need not be directors. Any person may hold two or more offices.

Section 2. ELECTION. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the board of directors, and shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. SUBORDINATE OFFICERS, ETC. The board of directors may appoint such other officers as the business of the corporation my require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the bylaws or as the board of directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting, of the board.

Any officer may resign at any time by giving written notice to the board of directors or to the president, or to the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the bylaws for regular appointments to such office.

Section 6. CHAIRMAN OF THE BOARD. The chairman of the board, if there shall be such an officer, shall, if present, preside at all meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by the bylaws.

Section 7. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the board of directors to the chairman of the board, if there be such an officer, the president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the shareholders and in the absence of the chairman of the board, of it there be none, at all meetings of the board of directors. He shall be ex-officio a member of all the standing committees, including powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

Section 8. VICE PRESIDENT. In the absence or disability of the president, the vice president in order of their rank as fixed by the board of directors, or if not ranked, the vice president designated by the board of directors, shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or the bylaws.

Section 9. SECRETARY. The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of directors may order, of all meetings of directors and shareholders, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of shares present or represented at the shareholders' meetings and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal office, a share register, or a duplicate share resister, showing, the names of the shareholders and their addresses; the number and classes of shares held by each; the number and date of cancellation of every certificate surrendered for cancellation.

The secretary shall give, or cause to be given, notice of all the meetings of the shareholders and of the board of directors required by the bylaws or by law to be given, and he shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

Section 10. TREASURER. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business assets, liabilities, receipts, disbursement, gains, losses, capital, surplus, paid-in surplus, and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account. The books of the account shall at all times be open to inspection by any director.

The treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all of his transaction as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

ARTICLE V
Miscellaneous

Section 1. RECORD DATE AND CLOSING STOCK BOOKS. The board of directors may fix a time, in the future, not exceeding fifteen (15) days preceding the date of any meeting of shareholders, and not exceeding thirty (30) days preceding the date fixed for the payment of any dividend or distribution, or for the allotment of rights, or when any change or conversion or exchange of shares shall go into effect, as a record date for the determination of the shareholders entitled to notice of and to vote at any such meeting, or entitled to receive any such dividend or distribution, or any such allotment of rights, or to exercise the rights in respect to any such chance, conversion

or exchange of shares, and in such case only shareholders of record on the date so affixed shall be entitled to notice of and to vote at such meetings, or to receive such dividend, distribution or allotment of rights, or to exercise such rights, as the case may be, notwithstanding, any transfer of any shares on the books of the corporation after any record date fixed as aforesaid. The board of directors may close the books of the corporation against transfers of shares during the whole, or any part of any such period.

Section 2. INSPECTION OF CORPORATE RECORDS. The share register or duplicate share register, the books of account, and minutes of proceeding of the shareholders and directors shall be open to inspection upon the written demand of any shareholder or the holder of a voting trust certificate, at any reasonable time, and for a purpose reasonably related to his interests as a shareholder, or as the holder of a voting trust certificate, and shall be exhibited at any time when required by the demand of ten percent (10%) of the shares represented at any shareholders' meeting. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts. Demand of inspection other than at a shareholders' meeting, shall be made in writing upon the president, secretary or assistant secretary of the corporation.

Section 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such a manner as, from time to time, shall be determined by resolution of the board of directors.

Section 4. ANNUAL REPORT. The board of directors of the corporation shall cause to be sent to the shareholders not later than one hundred twenty (120) days after the close of the fiscal or calendar year an annual report.

Section 5. CONTRACT, ETC., HOW EXECUTED. The board of directors, except as in the bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract, deed or lease or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section 6. CERTIFICATES OF STOCK. A certificate or certificates for shares of the capital stock of the corporation shall be issued to each shareholder when any such shares are fully paid up. All such certificates shall be signed by the president or a vice-president and the secretary or an assistant secretary, or be authenticated by facsimiles of the signatures of the president and the written signature of the secretary or an assistant secretary. Every certificate authenticated by a facsimile of a signature must be countersigned by a transfer agent or transfer clerk. Certificates for shares may be issued prior to full payment under such restrictions and for such purposes as the board of directors or the bylaws may provide; provided, however, that any such certificate so issued prior to full payment shall state the amount remaining unpaid and the terms of payment thereof.

Section 7. REPRESENTATIONS OF SHARES OF OTHER CORPORATIONS. The president or any vice president and the secretary or assistant secretary of this corporation are authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said officers to vote or represent on behalf of this corporation or corporations ma be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by said officers.

Section 8. INSPECTION OF BYLAWS. The corporation shall keep in its principal office for the transaction of business the original or a copy of the bylaws as amended, or otherwise altered to date, certified by the secretary, which shall be open to inspection by the shareholders at all reasonable times during, office hours.

ARTICLE VI
Amendments

Section 1. POWER OF SHAREHOLDERS. New bylaws may be adopted or these bylaws may be amended or repealed by the vote of shareholders entitled to exercise a majority of the voting, power of the corporation or by the written assent of such shareholders.

Section 2. POWER OF DIRECTORS. Subject to the right of shareholders as provided in Section 1 of this Article VI to adopt, amend or repeal bylaws, bylaws other than a bylaw or amendment thereof chancing the authorized number of directors may be adopted, amended or repealed by the board of directors.

Section 3. ACTION BY DIRECTORS THROUGH CONSENT IN LIEU OF MEETING. Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof, may be taken without a meeting, if a written consent thereto is signed by all the members of the board or of such committee. Such written consent shall be filed with the minutes of proceedings of the board or committee.

/S/ J. Rockwell Smith, President

/S/ James Kerr, Secretary

Exhibit No. 2(i) Articles of Incorporation and all amendments pertaining thereto

STATE OF IDAHO
DEPARTMENT OF STATE

CERTIFICATE OF CORPORATE STATUS

OF

NAVA LEISURE USA, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that I am custodian of the corporation records of the State.

I FURTHER CERTIFY That the records of this office show that the above named corporation was incorporated under the laws of Idaho and was issued a certificate of incorporation in Idaho on April 1, 1964 under the file number C35360.

I FURTHER CERTIFY That the corporation is in goodstanding on the records of this office.

Dated: March 8, 1996

[Great Seal of the State of Idaho]

/S/ Pete T. Cenarrusa
Secretary of State
By: Sheryl [sic]
PAGE

STATE OF IDAHO
DEPARTMENT OF STATE

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation, limited partnership, and limited liability company records of this State.

I FURTHER CERTIFY That the annexed is a full, true and complete transcript of articles of incorporation of NAVA LEISURE USA, INC., an Idaho Corporation, received and filed in this office on April 1, 1964, under file number C35360, including all amendments filed thereto, as appears of record in this office as of this date.

Dated: March 8, 1996

[Great Seal of the State of Idaho]

/S/ Pete T. Cenarrusa
Secretary of State
By: Sheryl [sic]
PAGE

STATE OF IDAHO
[Great Seal of the State of Idaho]
Department of State

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

FELTON PRODUCTS, INC.

Was filed in the office of the Secretary of State on the First day of April, A.D., One Thousand Nine Hundred Sixty-four and duly recorded on Film No. 127 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation by the name hereinbefore stated for perpetual existence from the date hereof, with its registered office in this State located at Coeur d'Alene in the County of Kootensi.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixted the Great Seal of the State. Done at Boise City, the Capital of Idaho this lst day of April, A.D. 1964.

Secretary of State
PAGE

ARTICLES OF INCORPORATION
OF
FELTON PRODUCTS, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, EDWARD J. ROCK, SHERIL JENSEN and DENNIS JENSEN, all of whom are of legal age and cicizens of the United States have this day voluntarily associated ourselves and do hereby and by these Articles of Incorporation unite and associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby acknowledge, enter into, and adopt the following Articles of Incorporation.

ARTICLE I.

The name of this Corporation shall be FELTON PRODUCTS, INC.

ARTICLE II.

The period of the duration of this Corporation shall be perpetual.

ARTICLE III.

The place of business of this Corporation is Coeur d' Alene, Kootenai County, Idaho, and the Post Office Address of its registered office in the State of Idaho shall be 1701 North Fourth Street, Coeur d'Alene, Idaho.

ARTICLE IV.

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho, this Corporation shall have the following purposes and powers:

1. To acquire by purchase, subscription. contract, or otherwise, and to hold, sell, exchange, mortgage, pledge, or otherwise dispose of, or turn to account or realize upon, and generally deal in and with, all forms of securities, including, but not by way of limitation, shares, stocks, bonds, debentures, notes, scrip, mortgages, evidences of indebtedness, commercial paper, certificates of indebtedness, and certificates of interest issued or created in any and all parts of the world by corporations, association, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities, and other political and governmental divisions and subdivisions, or by any combinations, organizations, or entities whatsoever, or issued or created by others, irrespective of their form or the name by which they may be described, and all trust, participation, and other certificates of, and receipts evidencing interest in, any such securities, and to issue in exchange therefor, or in payment thereof, in any manner permitted by law, its own stock, bonds, debentures, or its other obligations or securities, subject to the provisions of these Articles of Incorporation, or to make payment therefor by any other lawful means of payment whatsoever; to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any and all such securities or evidences of interest therein, including the right to vote thereon, and to contest and otherwise act with respect thereto.

2. To do any and all acts and things for the preservation, protection, improvement,, and enhancement in value of any and all such securities or evidences of interest therein, and to aid by loan, subsidy, guaranty, or otherwise, those issuing, creating, or responsible for any such securities or evidences of interest therein; to acquire or become interested in any subscription, underwriting, loan, participation in syndicates, or otherwise, and irrespective of whether or not such securities or evidences of interest therein be fully paid or subject to further payments.

3. To make payments thereon as called for, or in advance of calls, or otherwise, and to underwrite or subscribe for the same conditionally or otherwise and either with a view to investment, or for resale, or for any other lawful purpose; and in so far but only in so far as may be permitted from time to time by the laws of the State of Idaho, to indorse or guarantee the payment of principal and interest or dividends upon any stocks, bonds, obligations, or other securities or evidences of indebtedness, and to guarantee the performance of any of the contracts or other undertakings in which this Corporation may otherwise be or become interested, of any corporation, association, syndicate, individual, or others, or of any country, nation, government, or political authority.

4. To cake, acquire, purchase, own, hold, rent, lease, mortgage, sell, exchange, improve, cultivate, develop, and otherwise to deal in and dispose of all property, real and personal, of every description that may be necessary or convenient for the transaction of its business, or incident to, or capable of being used in connection with, the aforesaid businesses or any of them.

ARTICLE V.

The total capital stock of this Corporation is Twenty Five Thousand ($25,000.00) Dollars consisting of Two Hundred Fifty (250) shares of common stock of the par value of One Hundred ($100.()O(Dollars per share. There shall be only one class of stock, common stock, and each share of stock shall be equal and nonassessable.

Any and all of the stockholders of this Corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the Corporation, written notice of such agreement shall be given to this Corporation by filing a copy thereof with the Secretary of the Corporation, and a reference to such agreement shall be stamped, written, or printed upon the certificate representing such shares, and the bylaws of this Corporation shall likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE VI.

The number of directors of the Corporation shall be fixed and may be altered from time to time as may be provided by the bylaws, provided the corporation shall be managed by a Board of at least three (3) directors. The term of office, qualifications, election, resignation, and removal of directors, the time, place, notice of meetings, the quorum, organization, and manner of acting, and the filling of vacancies in the board of directors shall be governed by the bylaws. Directors of the Corporation shall be stockholders in the company.

ARTICLE VII.

The bylaws may be altered or amended at any regular or special meeting of the stockholders by the affirmative vote of a majority of the holders of stock issued and outstanding and entitled to vote thereat, if notice of the proposed alteration or amendment be contained in the notice of the meeting, or by the affirmative vote of a majority of the board of directors, if the alteration or amendment be proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting; provided, however, that any change in the bylaws made as above provided by the directors shall be ratified at the next annual meeting of the stockholders, and if said change is not ratified at such meeting of stockholders then it shall be effective only up to the time of such annual meeting of stockholders and not thereafter.

ARTICLE VIII.

The names and post office address of each of the incorporators and a statement of the number of shares subscribed by each are as follows:

NAME OF SUBSCRIBER	ADDRESS	NUMBER OF SHARES	AMOUNT
Edward J. Hock,	207 Poplar, Coeur d'Alene, Idaho	1	$100.00
Sheril Jensen,	315 Coeur d'Alene Avenue, Coeur d'Alene, Idaho	1	100.00
Dennis Jensen,	315 Coeur d'Alene Avenue, Coeur d'Alene, Idaho	1	100.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30th day of March, A.D., 1964

/S/ Edward J. Hock

/S/ Sheril Jensen

/S/ Dennis Jensen

STATE OF IDAHO)
:ss
COUNTY OF KOOTENAI)

On this 30th day of March, A.D., 1964, before me, the undersigned Notary Public, personally appeared EDWARD J. HOCK, SHERIL JENSEN and DENNIS JENSEN, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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

/S/ Allen R. Robertson
- ----------
Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Expires: March 1965

STATE OF IDAHO
DEPARTMENT OF STATE

CERTIFICATE OF AMENDMENT
OF
FELTON PRODUCTS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of INK & IMAGERS, INC., duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: September 1, 1987.

[Great Seal of the State of Idaho]

/S/ Pete T. Cenarrusa
Secretary of State
By: /S/Sheryl [sic]
Corporation Clerk
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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
FELTON PRODUCTS, INC.

Pursuant to the provisions of the Idaho Code, the following amendments to the Articles of Incorporation of Felton Products, Inc., were adopted by the shareholders of the Corporation on July 8, 1987, in the manner prescribed by the Idaho Code:

FIRST: The first Article of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I

The name of the Corporation shall be INK & IMAGERS, INC.

SECOND: The first paragraph, and the first paragraph only of Article V of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE V

The aggregate capitalization of the Corporation shall be $50,000.00 consisting of 50,000,OOO shares of common stock with a par value of $.OO1 per share. Each share of the Capital Stock of this Corporation issued and outstanding immediately prior to the effective time of this Article V shall be converted into 46,512 shares of common stock having a par value of $.OO1 per share. Due to the above, "Stated Capital" has been decreased from $10,750.00 to $2,000.00. All stock of the Corporation shall be of the same class which shall be designated Common Stock, and shall have the same rights and preferences. There shall be no cumulative voting by shareholders.

THIRD: There shall be a new article added to the Articles of Incorporation and said Article shall be designated as Article IX and shall read as follows:

ARTICLE IX

The shareholders of this Corporation shall have no pre-emptive rights to acquire unissued or treasury shares or securities convertible into said shares or carrying a right' to subscribe to or acquire shares of stock of this Corporation.

The number of shares of the Corporation outstanding at the time of said adoption of the above amendments was 43, and the number of shares entitled to vote thereon was 43.

The number of shares voted for each such amendment, and each of them in person and by Proxy, was 39, and the number of shares voting against each such amendment was 0.

The effective date hereof should be the date of said shareholders' meeting, July 8, 1987.

Dated this 8th day of July 1987.

/S/ J. Rockwell Smith, President
- ----------
/S/ Blake Morgan, Secretary
- ----------

ACKNOWLEDGMENT

STATE OF UTAH)
:
County of Salt Lake)

The undersigned, President and Secretary respectively, of Felton Products, Inc., a corporation organized and existing under the laws of the State of Idaho, do hereby certify that at a special shareholders meeting of said Corporation properly called on July 8, 1987, the forgoing amendments to the Articles of Incorporation of said Corporation were adopted and authorized by more than Fifty Percent (50%) of the outstanding and issued shares of said Corporation, which said shares were properly represented and voted at said meeting; that said meeting was held pursuant to a resolution of the Board of Directors of the Corporation setting forth the amendments and directing that they be submitted to a vote at a special meeting of shareholders; that written notice of said special meeting, which notice set forth the proposed amendments, was given to each shareholder of record entitled to vote thereon more than ten days prior to the holding of said meeting, by first-class mail; the undersigned further certify that the foregoing amendments to the Articles of Incorporation of said Corporation correctly set forth the amendments adopted by the shareholders and correctly states the date of adoption thereof, the number of shares outstanding, the number of shares voting for and against such amendments.

Dated this 8th day of July 1987.

/S/ J. Rockwell Smith, President

/S/ Blake Morgan, Secretary

Subscribed and sworn to before me, this 8th day of July 1987.

/S/ Tina Pulley
NOTARY PUBLIC

Residing at: Salt Lake City, Utah

My Commission Expires: 11-10-90
PAGE

STATE OF IDAHO
DEPARTMENT OF STATE

CERTIFICATE OF AMENDMENT
OF
INK & IMAGERS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of NAVA LEISURE USE, INC., duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: November 16, 1988.

[Great Seal of the State of Idaho]

/S/ Pete T. Cenarrusa
Secretary of State
By: /s/
Corporation Clerk

PAGE

AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF
INK & IMAGERS, INC.

Pursuant to the provisions of Section 30-1-16, of the Idaho Code, the following amendments to the Articles of Incorporation of Ink & Imagers, Inc., were adopted by the shareholders of the Corporation on October 27, 1989, in the manner prescribed by the Idaho Code:

FIRST: The first Article of the Articles of Incorporation is hereby amended to read as follows:
"ARTICLE I

The name of the Corporation shall be "NAVA LEISURE USA, INC."

SECOND: The fifth Article of the Articles of Incorporation is hereby amended to read as follows:
"ARTICLE V

1. The authorized capital stock of the corporation shall be 50,000,000 shares of Common Stock with a par value of $.0005 per share and 5,000,000 shares of Preferred Stock, having a par value of $.0O1 per share. Each share of the Common Stock issued and outstanding immediately prior to the effective time of this Article V shall be converted into 1.5 shares of Common Stock having a par value of $.0005 per share. The par value is decreased from $.OO1 to $.OOO5 par share, and the authorized shares remain at 50,000,000. The stated capital is decreased to $7,500.01.

2. Authority is hereby expressly granted to the Board of Directors, from time to time, to issue the Preferred Stock in one or more series and to fix by the resolution, or resolutions providing for the issuance of shares of any such series, the number of shares of such series, and the designations and relative rights and preferences to the full extent now or hereafter permitted by the laws of the State of Idaho. The holders of the shares of any such series of Preferred Stock shall have a preference over the holders of the Common Stock with respect to one or more of dividends, distributions, assets distributable upon liquidation, vote or other matters, as and to the extent fixed by resolution or resolutions of the Board of Directors providing for the issuance thereof.

THIRD: The seventh Article of the Articles of Incorporation, requiring that the Bylaws be amended at a meeting of the stockholders only by the affirmative vote of a majority of the holders of stock issued and outstanding and entitled to vote thereon and that any amendment or alteration, of the Bylaws adopted by the Board of Directors be ratified by the stockholders at the next Annual Meeting of Stockholder, is hereby deleted in its entirety.

FOURTH: The Articles of Incorporation of the Company be amended by adding an additional Article thereto, designated as Article VII, which Article shall read as follows:

"ARTICLE VII

The stockholders of this Corporation shall not have the right, as otherwise provided by Section 30-1-33 of the Idaho Business Corporation Act to cumulate their votes at elections for directors."

FIFTH: The Articles of Incorporation of the Company be amended to eliminate the requirement in Article VI thereof that directors of the Company be stockholders in the Company and, as amended, shall read in its entirety as follows:

"ARTICLE VI

The number of directors of the Corporation shall be fixed and may be altered from time to time as may be provided by the Bylaws, provided that the Corporation shall be managed by a Board of at least three (3) directors. The terms of office, qualifications, election, resignation and removal of directors, the time, place, notice of meetings, the quorum, organization, and manner of acting, and the filling of vacancies in the Board of Directors shall be governed by the Bylaws."

SIXTH: The Articles of Incorporation of the Company shall be amended to add the following provisions which such provision shall be designated as Article IX, which Article shall read as follows:

"ARTICLE IX

The Directors and Officers of the Corporation shall not be personally liable to the Corporation or its stockholders for damages for breach of any duty owed to the Corporation or its stockholders, except that a director shall not be relieved from liability (a) in breach of such person's duty of loyalty to the Corporation or its stockholders, (b) not in good faith or involving intentional misconduct or a knowing violation of law. (c) provided for under section 30-1-48 of the Idaho Code, or (d) for any transaction from which the director derived an improper benefit."

The number of shares of the Corporation outstanding at the time of said adoption of the above amendments was 10,000,016, and the number of shares entitled to vote thereon was 10,000,016.

The number of shares voting for each amendment in person or by Proxy, was 9,219,516, and the number of Shares voting against each such amendment was 0.

The effective date hereof should be the date of said shareholders' meeting, October 27, 1988.

/S/ Rocky Smith
President

/S/ Blake J. Morgon
Secretary

ACKNOWLEDGMENT

State of Utah)
:ss
County of Salt Lake)

The undersigned, President and Secretary respectively, of Ink & Imagers, Inc., a corporation organized and existing under the laws of the State of Idaho, do hereby certify that at a special shareholders meeting of said Corporation properly called on October 27, 1988, the foregoing amendments to the Articles of Incorporation of said Corporation were adopted and authorized by more than Fifty Percent (50%) of the outstanding and issued shares of said Corporation, which said shares were properly represented and voted at said meeting; that said meeting was held pursuant to a resolution of the Board of Directors of the Corporation setting forth the amendments and directing that they be submitted to a vote at a special meeting of shareholders; that written notice of said special meeting, which notice set forth the proposed amendments, was given to each shareholder of record entitled to vote thereon more than ten days prior to the holding of said meeting, by first-class mail; the undersigned further certify that the-foregoing amendments to the Articles of Incorporation of said Corporation correctly set forth the amendments adopted by the shareholders and correctly states the date of adoption thereof, the number of shares outstanding, the number of shares voting for and against such amendments.

Dated this 27th day of October, 1988.

/S/ Rocky Smith
- ------------------------------
President

/S/ Blake J. Morgan
- ------------------------------
Secretary

Subscribed and sworn before me on this 27th day of October, 1988.

Tina R. Pulley

Notary Public

Residing at: Salt Lake City, Utah

My Commission Expires: 11-10-90

Exhibit No. 4 - SPECIMEN STOCK CERTIFICATE

NOT VALID UNLESS COUNTERSIGNED BY TRANSFER AGENT
INCORPORATED UNDER THE LAWS OF THE STATE OF IDAHO

- --0154--- --VOID--

NAVA LEISURE USA, INC.

Total Authorized Issue 55,000,000 Shares
50,000,000 Shares Common Stock 5,000,000 Shares Preferred Stock
Par Value $0.0005 Each Par Value $0.001 Each

CUSIP NO. 638909 10 1
Common Stock

This Certifies that ----------SPECIMEN---------- is the registered holder of ----------VOID---------- Shares, fully paid and nonassessable shares of the Common Stock of NAVA LEISURE USA, INC., transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this ----- day of ---------- A.D. 19xx.

/s/---------- [Corporate Seal] /s/----------
Secretary President

Countersigned:
Interstate Transfer Co.
8 East Broadway, Suite 613
Salt Lake City, Utah 84111
(801) 532-4804
By:----------

EXHIBIT 21. Subsidiaries of the Small Business Issuer:

The Company owns 100% of the outstanding shares of NAVA LEISURE USA, INC., a Delaware corporation. This inactive corporation does not presently do business under any name. See the discussion under Part II, Item 2, "Legal Proceedings."

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0001035354
NAVA LEISURE USA INC

3-MOS	YEAR
JUN-30-1997	JUN-30-1996
SEP-30-1996	JUN-30-1996
0	0
0	0
0	0
0	0
0	0
0	0
0	0
0	0
0	0
3,100	3,100
0	0
0	0
0	0
15,335	15,335
(18,435)	(18,435)
0	0
0	0
0	0
0	0
0	0
0	0
0	0
0	0
0	0
0	0
0	0
0	(1,554)
0	0
0	0
0	(1,554)
0.00	(0.00)
0.00	(0.00)