

State of Idaho

Department of State

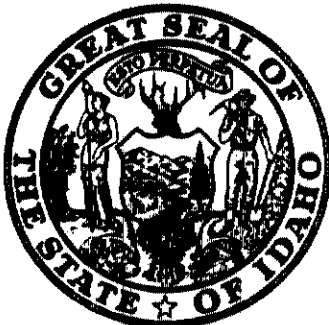
CERTIFICATE OF INCORPORATION OF

CERROS INFORMATION SYSTEMS, INC.
File number C 106832

I, PETE T. CHNARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 30, 1994



Pete T. Chnarrusa
SECRETARY OF STATE

By *Anna Sipe*

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ARTICLES OF INCORPORATION

OF

Cerros Information Systems, Inc.

JUN 30 1 55 PM '94
SECRETARY OF STATE

ARTICLE I -- CORPORATE NAME

Section 1.01 Name of the corporation. The name of the corporation is Cerros Information Systems, Inc.

ARTICLE II -- OFFICES

Section 2.01 Principal Offices. The Board of Directors shall fix the location of the principal executive of the corporation at any place within or outside the State of Idaho. If the principal executive office is located outside this state, and the corporation has one of more business offices in this state, the Board of Directors shall fix and designate a principal business office in the State of Idaho.

Section 2.02 Other Offices. The officers of the Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business, and may change the location of any office of the corporation.

Section 2.03 Address of initial office and registered agent. The location and post-office address of the registered office and registered agent of the corporation is:

Paul M. Shaffer, 6717 Hill Rd., Boise, ID 83703

ARTICLE III -- PURPOSE

Section 3.01 Purpose and nature of business activities. The nature of the business of said corporation shall be to engage in any lawful activity and to do anything as fully and to the same

extent as natural persons might or could do, and in any part of the world.

ARTICLE IV -- DURATION

Section 4.01 Period of duration. The existence of this corporation is to be perpetual.

ARTICLE V -- DIRECTORS

Section 5.01 Powers.

(a) Subject to the Act and any limitations in these Articles of Incorporation relating to action required to be approved by the shareholders or by the outstanding shares, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

(b) The Directors shall have power to make and to alter or amend the Bylaws; to fix the amount to be reserved as working capital; and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of this corporation.

(c) With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

(d) The Directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of Idaho, at such places as may be from time to time designated by resolution of the stockholders or Directors, except as otherwise required by the laws of Idaho.

Section 5.02 Number of Directors. The authorized number of Directors shall be two (2) until changed by a duly adopted amendment to these Articles of Incorporation, but in no case shall the number of Directors be less than two.

Section 5.03 Names and addresses of Directors. The names and post-office addresses of each of the initial Directors named by

the incorporators to serve until the first election of directors are as follows:

Paul M. Shaffer, 6717 Hill Rd., Boise, Idaho 83703
William J. McFarlane, P.O. Box 213, Idaho City, Idaho 83631

ARTICLE VI -- INCORPORATORS

Section 6.01 Names and addresses of incorporators. The names and post-office addresses of the incorporators are:

Paul M. Shaffer, 6717 Hill Rd., Boise, Idaho 83703
William J. McFarlane, P.O. Box 213, Idaho City, Idaho 83631

ARTICLE VII -- OWNERSHIP OF SHARES

Section 7.01 Stock. The corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock without further authorization from the Board of Directors; the Board of Directors of this corporation shall be authorized to issue more than one class of stock or more than one series of any class, including preferred or special stock, at any time. The amount of capital with which this corporation will commence business is \$10,000.

ARTICLE VIII -- INDEMNIFICATION OF DIRECTORS, OFFICERS, STOCKHOLDERS, EMPLOYEES, AND OTHER AGENTS

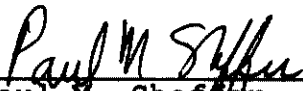
Section 8.01 General provisions. The capital stock of this corporation shall not be subject to assessment to pay the debts of the corporation and the private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

Section 8.02 Insurance. The corporation may, upon a determination by the Board of Directors, purchase and maintain insurance on behalf of any agent of the corporation against any

liability which might be asserted against or incurred by the agent in such capacity, or which might arise out of the agent's status as such, whether of not this corporation would have the power to indemnify the agent against that liability under the provisions of this Article VIII.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate, and do certify that the facts stated in this agreement are true.

DATED: June 29, 1994, at Boise, Idaho.



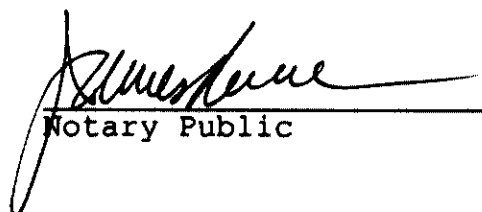
Paul M. Shaffer



William J. McFarlane

STATE OF IDAHO)
 :
COUNTY OF ADA) ss.

Appeared before me, a Notary Public, Paul M. Shaffer, William J. McFarlane, known to me, and executed the above Articles of Incorporation this 29th day of June at Boise, Idaho, acknowledging the contents thereof to be true and correct to the best of their knowledge and belief.



Notary Public