



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

METRIX CORPORATION

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

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

Dated:

January 30, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

Articles of Incorporation

METRIX CORPORATION

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following articles of incorporation for such corporation:

Article I.

The name of the corporation is Metrix Corporation.

Article II.

The period of the corporation's duration is perpetual.

Article III.

The purpose for which the corporation is organized is to design, manufacture and sell computer software and to engage in services relating to electronic data processing. The corporation may also engage in any and all other and additional lawful activities of a corporation organized under the Idaho Business Corporation Act.

Article IV.

The aggregate number of shares of common stock, par value \$1.00, which the corporation shall have authority to issue is 1,000.

Article V.

There shall be no preemptive rights to acquire shares of the corporation.

Article VI.

There shall be no cumulative voting of shares.

Article VII.

The address of the initial registered office of the corporation is Route 1, Box 97A, Cottonwood Road, Worley, Idaho 83876, and the name of its initial registered agent at such address is Mark Feichtner.

Article VIII.

The number of directors constituting the initial board of directors of the corporation is two (2) and thereafter as determined from time to time by the by-laws of the corporation.

The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify are:

NAME	ADDRESS
Mark Feichtner	Rt. 1, Box.97A, Worley, ID 83876
Janis Feichtner	Rt. 1, Box.97A, Worley, ID 83876

Article IX.

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the director derived any improper personal benefit. If the Idaho Business Corporation Act is amended after approval by the stockholders of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended.

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director, officer or employee of the corporation or is or was serving at the request of the corporation as a director, officer employee or agent of another corporation or enterprise shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Idaho Business Corporation Act.

Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Article X.

The name, address, and number of shares subscribed by the incorporator is:

NAME and ADDRESS	NUMBER of SHARES
Mark Feichtner Rt. 1, Box.97A Worley, ID 83876	50

IN WITNESS WHEREOF, the undersigned has hereunto affixed his hand and seal this 20th Day of January, 1989.

Mark Feichtner

Mark Feichtner

State of Idaho)
County of Kootnai) SS

On this 20th day of January, 1989 before me the undersigned, a Notary Public in and for said county in said state personally appeared Mark Feichtner to me known to be the person named in and who executed the foregoing Articles of Incorporation and who acknowledged that he executed the same as his voluntary act and deed.

Carey A. Haught
Notary In and For Said
County, *resides in CO*
My Commission expires *9-16-89*
19____.



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