



CERTIFICATE OF INCORPORATION  
OF

DATA-MATRIX, INC.

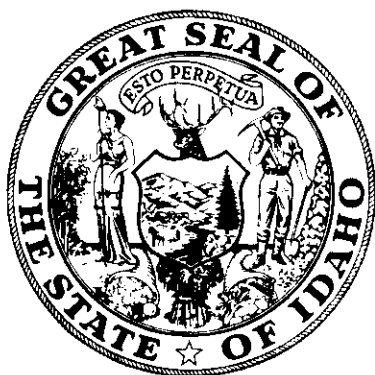
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

DATA-MATRIX, INC.

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 \_\_\_\_\_ March 1 \_\_\_\_\_, 19 80 \_\_\_\_\_.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

1 ARTICLES OF INCORPORATION

2  
3 OF

4 DATA-MATRIX, INC.

5  
6 The undersigned, acting as incorporators of a corporation  
7 under the Idaho Business Corporation act, adopt the following  
8 Articles of Incorporation for the corporation, Data-Matrix, Inc.:

9 FIRST:

10 The name of the corporation shall be Data-Matrix, Inc.

11 SECOND:

12 The period of the duration of this corporation, Data-Matrix,  
13 Inc., is perpetual.

14 THIRD:

15 The purpose or purposes for which the corporation is organ-  
16 ized are the following:

17 To engage in the business of marketing, selling, promoting,  
18 and generally disseminating, in both the wholesale and retail  
19 markets, electronic business machines and data and word processors,  
20 including computers, computer systems, computer tie-in systems, and  
21 all other forms of electronic business machines and computers and  
22 word processors and data processors and their components, within  
23 the State of Idaho and other states within the United States.

24 In addition to the primary purpose set forth above, the  
25 general purpose for the existence of the corporation shall be the  
26 transaction of any or all lawful business for which corporations  
27 may be incorporated under the Idaho Business Corporation Act.

28 FOURTH:

29 POWERS OF THE CORPORATION

30 This corporation shall have all of the powers specified in  
31 the Idaho Business Corporation Act, Section 30-1-4 of the Idaho  
32 Code, and the following powers:

33 (1) To engage in any business or trade, which in the opinion  
34 of the directors of this corporation, may be advantageously carried

1 on, in connection with the corporation's primary business, and to  
2 do everything necessary, suitable, or proper, for the accomplish-  
3 ment of any of the purposes, the attainment of any of the objects,  
4 or the exercise of any of the powers herein set forth, either  
5 alone or in conjunction with other corporations, firms, businesses,  
6 or individuals, and either as principals or agents, and to do every  
7 other act or acts, thing or things, which are incidental or appur-  
8 tenant to or growing out of or connected with the above mentioned  
9 objects, purposes, or powers.

10 (2) To buy, exchange, acquire by lease, purchase, contract,  
11 concession, or otherwise, and to own, develop, explore, exploit,  
12 improve, operate, lease, enjoy, control, manage, or otherwise turn  
13 to account, mortgage, grant, sell, exchange, convey, or otherwise  
14 dispose of, either within or without the State of Idaho, and in  
15 any state of the United States, and in any country, any and all  
16 real property, lands, options, concessions, grants, land patents,  
17 franchises, rights, privileges, easements, tenements, estates,  
18 hereditaments, interests, and properties of every description and  
19 nature whatsoever, which the corporation may deem wise and proper  
20 in connection with the conduct of any business or businesses herein  
21 set forth.

22 (3) To subscribe for, acquire by purchase or otherwise, and  
23 to own, hold, sell, assign, and transfer, shares of capital stock  
24 of any other corporation and to exercise all the rights of a stock-  
25 holder; and, to acquire by purchase or otherwise hold, and dispose  
26 of, the stock and bonds of this corporation.

27 (4) To acquire all or any part of the goodwill, rights,  
28 property, and business of any person, firm, association, or  
29 corporation heretofore or hereafter engaged in any business similar  
30 to the business of this corporation, or otherwise, and to pay for  
31 it in cash or in stock or obligations of the corporation or other-  
32 wise, and to hold, utilize, enjoy, and in any manner dispose of the  
33 whole or any part of the rights and property so acquired, and to  
34 assume in connection therewith any liabilities of any such person,

1 firm, association, or corporation, and to conduct in any lawful  
2 manner within the State of Idaho, and within any other state,  
3 territory, locality, or country, the whole or any part of the  
4 business thus acquired, provided such business is not prohibited  
5 by laws of the State of Idaho.

6 (5) To promote and assist, financially or otherwise, corpor-  
7 ations, firms, syndicates, associations, individuals, and others,  
8 and to give any guaranty in connection therewith or otherwise for  
9 the payment of money or for the performance of any other under-  
10 taking or obligation.

11 (6) To conduct and carry on its business or any branch  
12 thereof in any state or territory of the United States or any  
13 foreign country in conformity with the laws of said state, terri-  
14 tory, or foreign country, and to have and maintain in any state,  
15 territory, or foreign country, a business office, plant, or store.

16 (7) To erect, construct, maintain, improve, rebuild, enlarge,  
17 alter, manage, and control, directly or through ownership of stock  
18 in any corporation, any and all kinds of buildings, houses, stores,  
19 offices, shops, warehouses, factories, mills, machinery, and plants,  
20 and any and all other structures and erections which may at any  
21 time be necessary, useful, or advantageous, for the purpose of the  
22 corporation, and which can be lawfully done under the laws of the  
23 State of Idaho.

24 (8) To do any or all the things set forth herein, to the  
25 same extent as a natural person might or could do within the State  
26 of Idaho, or any part of the world, as principals or agents, or  
27 otherwise, alone or in company with others, without restriction as  
28 to time, place, or amount.

29 (9) To issue common stock and accept payment of subscriptions  
30 for the stock and installment payments, in such manner, or on such  
31 terms, in money or in property, real or personal, or both, as shall  
32 be determined by the board of directors to be feasible and advan-  
33 tageous.

34 (10) It is the intention that each of the powers specified

1 in each of the paragraphs herein, except where otherwise specified,  
2 shall not be limited or restricted by reference to or inference  
3 from the terms of any other paragraphs or of any other article,  
4 but that the powers and enumeration of specific powers shall not  
5 be construed to restrict in any manner the general terms and powers  
6 of the corporation, nor shall the expression of one thing be deemed  
7 to exclude another, though it be of like nature.

8 (11) To engage in any business whatsoever, either as princi-  
9 pal or as agent or both, or as a syndicate, which the corporation  
10 may deem convenient or proper or advantageous in furtherance of  
11 any of the purposes hereinabove mentioned or any proper and lawful  
12 purpose, and to conduct its business in this state, in other states,  
13 in the District of Columbia, in the territories and possessions of  
14 the United States, and in foreign countries, and to have and to  
15 exercise all powers authorized by the laws of the State of Idaho  
16 under which the corporation is formed, whether expressly set forth  
17 in this paragraph or not, as such laws are now in effect or may  
18 at any time hereafter be amended.

19 (12) To acquire any and all trademarks, trade names, trade  
20 symbols, logos, patents, copy rights, and other indications of  
21 origin and ownership granted by or recognized under the laws of  
22 the United States or any other country, state, territory, or  
23 locality.

24 (13) To borrow money, and, from time to time, make, accept,  
25 endorse, execute, and issue bonds, debentures, promissory notes,  
26 bills of exchange, or other obligations of the corporation, for  
27 monies borrowed or in payment for property acquired, or for any of  
28 the other objects or purposes of the corporation or its business,  
29 and to secure payment of any such obligations by mortgage, pledge,  
30 deed, indenture, agreement, contract, or other instrument of trust,  
31 or by other lien upon, assignment of, or agreements in regard to,  
32 all or any part of the property, rights, or pledges of the corpor-  
33 ation, wherever situated, whether now owned or hereafter to be  
34 acquired.

1 (14) To enter into any kind of contract or agreement,  
2 cooperative, or profit sharing plan, with its officers or employees,  
3 that the corporation may deem advantageous or expedient, or other-  
4 wise to reward or pay such persons for their services, as the  
5 board of directors may deem appropriate.

6 (15) Employee plans: From time to time to provide and carry  
7 out and to recall, abolish, revise, amend, alter, or change, a  
8 plan or plans for the participation by all or any of the employees,  
9 including directors and officers of this corporation, and for the  
10 furnishing to such employees and persons, at this corporation's  
11 expense, of medical services, dental services, insurance against  
12 accident, sickness or death, pensions during old age, disability,  
13 or unemployment, education, housing, social services, recreation,  
14 or other similar aids for their relief or general welfare, in such  
15 manner and upon such terms and conditions as may be determined  
16 appropriate and advantageous by the board of directors.

17 FIFTH:

18 SHARES OF STOCK

19 There shall be one class of shares, all of which shall be  
20 common shares.

21 The aggregate number of shares which this corporation shall  
22 have authority to issue is Five Thousand (5,000) shares, with a  
23 par value of One Dollar (\$1.00) per share, for an aggregate par  
24 value of Five Thousand Dollars (\$5,000.00).

25 Each share shall have equal voting powers, with each share  
26 entitling the holder to one vote.

27 No shares shall be issued until the same are fully paid for,  
28 and when fully paid for the same shall be non-assessible. There  
29 shall be stated on each stock certificate in print the following:  
30 "THE SHARES REPRESENTED BY THIS CERTIFICATE ARE FULLY PAID FOR AND  
31 NON-ASSESSIBLE."

32 SIXTH:

33 PRE-EMPTIVE RIGHTS

34 When the board of directors so determines, each holder of

1 existing shares in this corporation shall have the first right to  
2 purchase shares of this corporation that may from time to time be  
3 issued, in the ratio that the number of shares he holds at the time  
4 of the issue bears to the total number of outstanding shares. This  
5 right shall be waived by any shareholder who does not exercise and  
6 pay for shares pre-empted within thirty (30) days of the receipt  
7 of a notice in writing from the corporation setting the prices,  
8 terms and conditions of the issues of shares and inviting him to  
9 exercise his pre-emptive rights. This statement of pre-emptive  
10 rights does not in any way inhibit or prohibit the directors from  
11 issuing stock in the form of stock options.

12         Shares of this corporation shall be issued only for cash or  
13 for services in kind, with the approval of the board of directors,  
14 to an amount not less than the aggregate par value of the shares  
15 being issued, or for consideration other than cash, the fair value  
16 of which to the corporation is not less than the aggregate par  
17 value of the shares prescribed for.

18                     SEVENTH:

19         PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

20             Meetings of Shareholders and Directors: Meetings of the  
21 shareholders and directors of this corporation may be held within  
22 or without the State of Idaho, at such place or places as may from  
23 time to time be designated in the code of bylaws or by resolution  
24 of the board of directors.

25             Code of Bylaws: The initial code of bylaws of this corporation  
26 shall be adopted by its shareholders. The power to amend or repeal  
27 the bylaws or to adopt a new code of bylaws shall be in the share-  
28 holders, but the affirmative vote of the holders of two-thirds of  
29 the shares outstanding shall be necessary to exercise the power.  
30 The code of bylaws may contain any provisions for the regulation  
31 and management of this corporation which are consistent with the  
32 Idaho Business Corporation Act and these articles of incorporation.

EIGHTH:

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is: LUTHER W. BRADY  
355 Bare Street  
Rexburg, Idaho 83440

The name of the initial registered agent within the State of Idaho of this corporation is: LUTHER W. BRADY  
355 Bare Street  
Rexburg, Idaho 83440

NINTH:

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Luther W. Brady	355 Bare Street, Rexburg, Idaho 83440
Daniel Lynn McMurtrey	134 E. 2nd S., Rexburg, Idaho 83440
Chad Sellers	Route #2, Box 80, Rigby, Idaho 83442

TENTH:

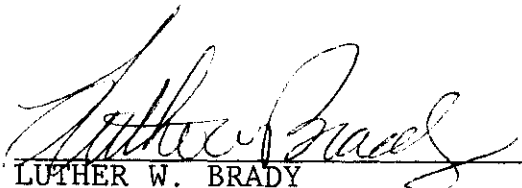
INCORPORATORS

The name and post office address of each of the incorporators and the number and class of shares for which each subscribed is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Luther W. Brady	355 Bare Street, Rexburg, ID 83440	1
Daniel Lynn McMurtrey	134 E. 2nd S., Rexburg, ID 83440	1
Chad Sellers	Route #2, Box 80, Rigby, ID 83442	1

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, execute the articles of incorporation in triplicate, by signing before a duly authorized officer, and certify to the truth of the facts herein stated, and do respectfully subscribe to the number of shares herein set forth after their names, this 21 day of February, 1980.



  
LUTHER W. BRADY

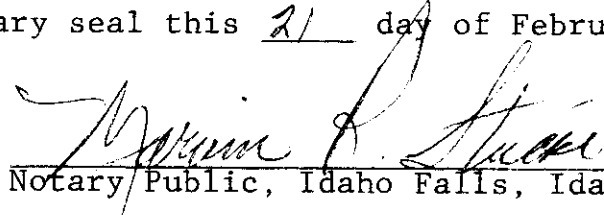
  
DANIEL LYNN McMURTREY

  
CHAD SELLERS

STATE OF IDAHO )  
County of Bonneville) ss

I the undersigned notary public, duly commissioned to take acknowledgements and administer oaths within the State of Idaho, certify that on this 21 day of February, 1980, before me, personally appeared Luther W. Brady, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same, and swore to the truth therein stated.

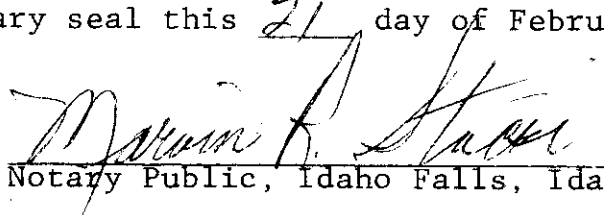
WITNESS my hand and notary seal this 21 day of February, 1980.

  
Notary Public, Idaho Falls, Idaho

STATE OF IDAHO )  
County of Bonneville) ss

I the undersigned notary public, duly commissioned to take acknowledgements and administer oaths in the State of Idaho, certify that on this 21 day of February, 1980, before me, personally appeared Daniel Lynn McMurtrey, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same, and swore to the truth therein stated.

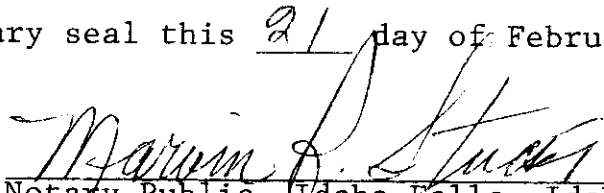
WITNESS my hand and notary seal this 21 day of February, 1980.

  
Notary Public, Idaho Falls, Idaho

1 STATE OF IDAHO )  
2 County of Bonneville) ss

3 I, the undersigned notary public, duly commissioned to take  
4 acknowledgements and administer oaths in the State of Idaho, certify  
5 that on this 21 day of February, 1980, before me, personally  
6 appeared Chad Sellers, known to me to be the person whose name is  
7 subscribed to the foregoing instrument, and acknowledged to me  
8 that he executed the same, and swore to the truth therein stated.

9 WITNESS my hand and notary seal this 21 day of February,  
10 1980.

11   
12 Notary Public, Idaho Falls, Idaho  
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