



CERTIFICATE OF INCORPORATION
OF

ARTICULATE SYSTEMS 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 _____

ARTICULATE SYSTEMS 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: July 14, 1983.



SECRETARY OF STATE

by: _____

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

Articulate Systems Inc

KNOW ALL MEN BY THESE PRESENTS:

That we, Articulate Management Inc, a Washington corporation, Marc McGregor, and Floyd Robert (Bob) LaFrance, all being persons of legal age and citizens of the United States of America, do hereby, as incorporators hereof, form a corporation under the provisions of the laws of the State of Idaho, and we do hereby adopt Articles of Incorporation of such corporation as follows:

I.

That the name of said corporation is: Articulate Systems Inc.

II.

That the purposes for which said corporation is formed are as follows: To invest in and hold for investment any and all real property, shares of stock, bonds, government, private or corporate; and to exchange and enter into agreements of exchange of one parcel of real property for another parcel of real property; to loan money upon real property and to accept secured and unsecured notes as collateral for same.

To buy, sell, trade, rent, lease, repair, design, create, manufacture, publish, distribute, modify, service, and generally deal in computers; computer programs; computer peripherals, furniture, accessories, magazines, books, pamphlets, video tapes, instruction, seminars, courses, classes and other publications related thereto; to manufacture, produce, adapt, and prepare, purchase, sell, trade, deal in and deal with and carry on business of purchasing, selling trading, and dealing in and with any materials, articles,

or things incidental to or required for, or useful in connection with any of its business, and generally to carry on any other business, which can be advantageously carried on in conjunction with and incidental to any of the matters aforesaid.

To carry on any activities that might be related to any of the above-described powers of the said corporation

To acquire, hold, possess, and own patents, copyrights, trademarks, trade secrets, processes, designs, improvements and franchises, or to acquire licences under such patents for the manufacture and sale of any and all computers equipment, machinery or improvements thereon or articles of any nature, and to beneficially use such rights by vending, trading, leasing, and licensing said patents, copyrights, trademarks, trade secrets, or rights or licenses thereunder.

To borrow money and to issue bonds, debentures, and other obligations of the corporation and to mortgage or pledge its property to secure such borrowed money or other obligations.

To acquire, own, hold, rent, lease, build and/or erect any and all buildings, structures and plants that may be deemed suitable to the furtherance of the foregoing or for any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same.

To receive, acquire, own, hold, purchase, dispose of, convey, mortgage, pledge, rent, and/or lease real and personal property of every kind, nature and description whether or not the same is used in connection with any of the purposes of said corporation; to dispose of, sell, rent, lease, assign, transfer, mortgage, pledge, and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation; to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, assign, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidence of indebtedness of other corporations, domestic or foreign; to acquire, invest in, own and dispose of the capital stock of this corporation; and also to have all of the powers and authority provided for or authorized by Title 30, Chapter 1, Idaho Code.

To exercise and perform any and all of the hereinbefore mentioned and described powers, objects and matters, within and/or without the State of Idaho.

III.

That the duration of said corporation shall be perpetual.

IV.

The location and post office address of the registered office of said corporation shall be 123 Sherman Ave., Coeur d'Alene, Idaho 83814 and its registered agent shall be Marc M. McGregor. Branch offices or places of business of said corporation may be hereafter established at any other place either within or without the State of Idaho whenever necessary in the judgment of the Board of Directors for the proper prosecution of the objects and purposes of said corporation.

V.

That the shares of stock of said corporation are not to be classified and shall all be common stock, and that the number of the authorized shares of said corporation shall be five thousand (5000) and shall have no par value. Each issued share of stock shall be entitled to one (1) vote.

The said shares of stock shall be fully paid up before being issued and after issuance shall be nonassessable.

VI.

That the number of Directors of said corporation shall be three (3); that all Directors of said corporation shall be shareholders at the time of their election and during their entire tenure; and that the first Board of Directors shall consist of Marc McGregor P.O. Box 87, Coeur d'Alene, Idaho, Articulate (DR. TRUSTY) Management Inc, 2 1/2 N. Howard St. Spokane, Wa. 99201, Bob LaFrance, 1713 Hastings, Coeur d'Alene, Idaho, who shall serve until the annual election of Directors in the year 1983. *as per
Otho: McGregor*

VII.

That the term of office, manner of election, time and place of meeting and powers and duties of the Directors of this corporation shall be prescribed by the By-Laws of the corporation.

That the presence of three Directors shall constitute a quorum of the Board of Directors for the transaction of business.

That the unanimous acts of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the acts of the Board of Directors.

That the Board of Directors shall be empowered to amend, repeal, and adopt By-Laws of the corporation by unanimous vote and approval of the Directors present at any meeting of the Board of Directors at which a quorum is present.

VIII.

That the names and addresses of the incorporators of said corporation are as follows:

Articulate Management Inc.
2 1/2 N. Howard St.
Spokane, Washington, 99201

Floyd Robert LaFrance
1713 Hastings
Coeur d'Alene, Idaho

Marc M. McGregor
P.O. Box 87
Coeur d'Alene, Idaho

DATED this 11 day of July, 1983


George W. Trusty Jr., President
Articulate Management Inc.

DATED this 11 day of July, 1983


Floyd Robert LaFrance

DATED this 11th day of July, 1983


Marc M. McGregor