

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

TECHLINK CORPORATION

File number C 114787

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: April 30, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION
OF
TECHLINK CORPORATION

APR 30 11 36 AM '96

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for such Corporation:

ARTICLE I.

The name of the Corporation shall be TechLink Corporation.

ARTICLE II.

The Corporation shall exist in perpetuity.

ARTICLE III.

The address of the initial registered office of this Corporation shall be 679 N. Five Mile Rd, Boise, ID 83713. The name of its registered agent is Clyde B Crandall.

ARTICLE IV.

The purposes for which this Corporation is organized are: technology development and management; the transaction of any or all lawful business for which corporations may be incorporated under the Act.

ARTICLE V.

The business of this Corporation shall be managed and conducted by a board of directors of not fewer than one (1) or more than nine (9) members. The number of directors constituting the initial board of directors shall be four (4), and the names and addresses of the persons to serve as Directors until the first annual meeting of shareholders or until their successor or successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
William C. Clayton	6622 W. Joplin Rd., Nampa, ID 83687
Clyde B Crandall	1763 S. Pebbleside Way, Boise, ID 83709
H. Edward Hohrein	16719 N. Can-Ada Rd., Nampa, ID 83687
Thomas R. Tracy	2175 Fairmeadow Dr., Boise, ID 83704

IDAHO SECRETARY OF STATE

DATE 03/25/1996 0900 48591

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CK #: CASH CUST# 63117

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ARTICLE VI.

Section 1. Authorized capital. The aggregate number of shares which this corporation is authorized to issue to 60,000,000, consisting of 50,000,000 shares of Common Stock, having no par value, and 10,000,000 shares of Preferred Stock, having no par value. The Common Stock is subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

Section 2. Issuance of Preferred Stock in Series. The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law and the provisions of these Articles of Incorporation, as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for the issuance thereof, prior to the issuance of any shares thereof. The Board of Directors shall have the authority to fix and determine and to amend, subject to the provisions hereof, the rights and preferences of the shares of any series that is wholly unissued or to be established. Unless otherwise specifically provided in the resolution establishing any series, the Board of Directors shall further have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding.

Section 3. Dividends. The holders of shares of the Preferred Stock shall be entitled to receive dividends, out of the funds of the corporation legally available therefor, at the rate and at the time or times, whether cumulative or noncumulative, as may be provided by the Board of Directors in designating a particular series of Preferred Stock. If such dividends on the Preferred Stock shall be cumulative, then if dividends shall not have been paid, the deficiency shall be fully paid or the dividends declared and set apart for payment at such rate, but without interest on cumulative dividends, before any dividends on the Common Stock shall be paid or declared and set apart for payment. The holders of the Preferred Stock shall not be entitled to receive any dividends other than the dividends referred to in this section, unless otherwise provided by the Board of Directors in designating a particular series of Preferred stock.

Section 4. Redemption. The Preferred Stock may be redeemable at such price, in such amount and at such time or times as may be provided by the Board of Directors in designating a particular series of Preferred Stock. In any event, such Preferred Stock may be repurchased by the corporation to the extent legally permissible.

Section 5. Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, then, before any distribution shall be made to the holders of the Common Stock, the holders of the Preferred Stock at the time outstanding shall be entitled to be paid the preferential amount or amounts per share as may be provided by the Board of Directors in designating a particular series of Preferred Stock and dividends accrued thereon, if any, to the date of such payment. The holders of the Preferred Stock shall not be entitled to receive any distributive amounts upon the liquidation, dissolution or winding up of

the affairs of the corporation other than the distributive amounts referred to in this section, unless otherwise provided by the Board of Directors in designating a particular series of Preferred Stock.

Section 6. Conversion. Shares of Preferred Stock may be convertible to Common Stock of the corporation upon such terms and conditions, at such rate and subject to such adjustments as may be provided by the Board of Directors in designating a particular series of Preferred Stock.

Section 7. Voting Rights. Holders of Preferred Stock shall have such voting rights as may be provided by the Board of Directors in designating a particular series of Preferred Stock.

ARTICLE VII.

No preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation. The right to cumulate votes in the election of Directors shall not exist with respect to shares of stock of this corporation.

ARTICLE VIII.

The holders of the common stock shall be entitled to receive, when and as declared by the board of directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

ARTICLE IX.

The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

ARTICLE X.

Indemnification of Directors, Officers, Employees or Agents

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that she or he is or was a director or officer 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 of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and

held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonable incurred by such person in connection with such action, suit or proceeding if she or he acted in good faith and in a manner she or he reasonable believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe her or his conduct was unlawful, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Non-exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this article shall not be inclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

Section 3. Insurance, Contracts and Funding. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Act. The Corporation may, without further shareholder action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 4. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Act or otherwise.

ARTICLE XI.

The name and address of the incorporator is as follows:

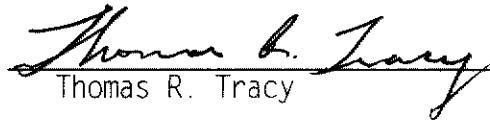
Name

Address

Thomas R. Tracy

2175 Fairmeadow Dr., Boise, ID 83704


IN WITNESS WHEREOF, I have hereunto set my hand this 29 day of April, 1996.


Thomas R. Tracy

STATE OF IDAHO)
 : ss.
County of Ada)

On this _____ day of April, 1996, before me, a Notary Public in and for said State, personally appeared Thomas R. Tracy, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written herein.


Notary Public for Idaho

Residing at: Boise, Idaho

My commission expires: 9-10-98