



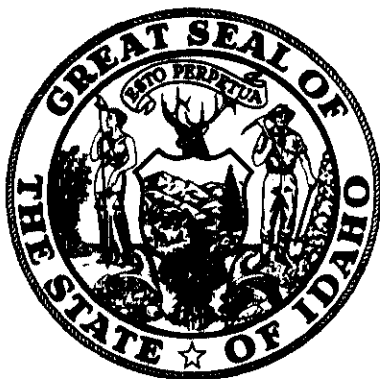
**CERTIFICATE OF INCORPORATION
OF**

AMX TECHNOLOGIES, 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 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 11, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Hobbs*

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

AMX TECHNOLOGIES, INC.

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SEC. OF STATE

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SECRETARY OF STATE
FBI

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being citizens of the United States of America, all being over the age of 18 years, do hereby organize and form corporation under and pursuant to the provisions of the laws of the State of Idaho, for the purposes expressed in the following Articles, and does hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME OF CORPORATION: The name of the Corporation shall be: AMX Technologies, Inc.

ARTICLE 2: PURPOSES: The Corporation is organized for the purpose of:

(a) To buy, sell, lease, and deal in all classes and descriptions of computer hardware and software and other personal and intellectual property.

(b) To develop and integrate for sale and/or lease any and all types of computer hardware and software.

(c) To enter into partnerships and associations for the purchase, lease, ownership, improvement, and development of computer hardware and software.

1 (d) In addition to the foregoing, but without being
2 limited thereby, to engage in the transaction of any lawful
3 business enterprise for profit and to transact any or all lawful
4 business for which corporations may be incorporated.
5

6 ARTICLE 3: TERM: The corporation is to have perpetual
7 existence.
8

9 ARTICLE 4: REGISTERED OFFICE AND REGISTERED AGENT: The
10 registered office of the corporation shall be at 2938 South 2810
11 West, Rexburg, Idaho, 83440. The registered agent for the
12 corporation shall be Earl J. Price, whose business office is
13 identical with the registered office of the corporation.
14

15 ARTICLE 5: CORPORATE STOCK: The total number of shares which
16 the corporation is authorized to issue is 20,000,000 shares with
17 each share having no par value. The Board of Directors may from
18 time to time fix the consideration for which such shares shall be
19 issued and sold, provided they may not be issued or should at a
20 value less than par. The capital stock when fully paid, shall be
21 nonassessable, shall be of one class of which all shall be voting.
22 Voting of the stock shall be cumulative.
23

24 ARTICLE 6: INCORPORATOR: The name and post office address
25 of the incorporators:
26

27 Andy MacKay

1 10230 Dorian Avenue
2 Idaho Falls, Idaho 83401
3

4 Earl J. Price
5 2938 South 2810 West
6 Rexburg, Idaho 83440
7

8 ARTICLE 7: DIRECTOR: The initial Board of Directors shall
9 consist of two (2) Directors who shall be:

10
11 Andy MacKay
12 10230 Dorian Avenue
13 Idaho Falls, Idaho 83401
14

15 Earl J. Price
16 2938 South 2810 West
17 Rexburg, Idaho 83440
18

19 The initial Board of Directors shall serve until the first annual
20 meeting of the shareholders at which time successors shall be
21 elected and qualified. The By-Laws shall specify the number of
22 Directors for the corporation to be elected at the first annual
23 meeting of shareholders, and thereafter.
24

25 ARTICLE 8: CONTRACTS: No contracts or other transactions
26 between the corporation or any other corporation, whether or not
27 a majority of the shares of capital stock of such other corporation

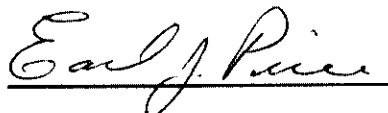
1 is owned by the corporation, and no act of the corporation shall
2 be in any way affected or invalidated by the fact that any of the
3 directors of the corporation are pecuniarily or otherwise
4 interested in or are directors or officers of such other
5 corporation. Any director individually may be a party to or may
6 be pecuniarily or otherwise interested in a contract or transaction
7 of the corporation and any directors of the corporation who are so
8 interested may be counted in determining the existence of a quorum
9 at any meeting of the Board of Directors of the Corporation which
10 shall authorized such contract or transaction with the same right,
11 force and effect as if he were not so interested therein. The same
12 shall apply if any officer or director of this corporation shall
13 be interested in any other form of business entity dealing with
14 this corporation.

15
16 ARTICLE 8: PRE-EMPTIVE RIGHT: Stock holders wishing to sell
17 stock in whole or in part must first grant an option to existing
18 shareholders on a pro rata basis with stock held at that time. Any
19 new issues of stock must be first offered to existing stock holders
20 pro rata with stock held.

21
22 IN WITNESS WHEREOF, I have executed these Articles of
23 Incorporation this 29 day of December, 1989.

24
25
26 

27 Andy J. MacKay



Earl J. Price