

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

COMPTEL CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of COMPTEL CORP. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to COMPTEL CORP. to transact business in this State under the name COMPTEL CORP. and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 23, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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SEC. OF STATE

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To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is COMPEL CORP.

2. The name which it shall use in Idaho is COMPEL CORP.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of California

4. The date of its incorporation is July 26, 1979 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 10410 Pioneer Blvd, Santa Fe Springs, CA 90670

6. The address to which correspondence should be addressed, if different from that in Item 5.

7. The street address of its proposed registered office in Idaho is 300 N 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
General construction of computer rooms and Telecommunications
cable installation (low voltage)

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Robert M McClory</u>	<u>President</u>	<u>222 East Road, La Habra Hts, CA 90631</u>
<u>Daniel L Davis</u>	<u>Vice President</u>	<u>21082 Spurney Ln, Huntington Bch, 92646</u>
<u>Robert M McClory</u>	<u>Treasurer</u>	_____
<u>Daniel L Davis</u>	<u>Secretary</u>	_____
<u>Robert M McClory</u>	<u>Director</u>	_____
<u>Daniel L Davis</u>	<u>Director</u>	_____
_____	_____	_____
_____	_____	_____

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

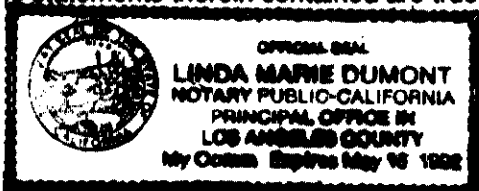
Dated: December 13, 1991

By COMPEL CORP
(Corporation name)
 and [Signature]
is President/Vice President (please specify)
 and [Signature]
is Secretary/Assistant Secretary (please specify)

STATE OF California)
) ss:
 COUNTY OF Los Angeles)

I, Linda Marie Dumont, a notary public, do hereby certify that on this 13 day of DECEMBER, 19 91, personally appeared before me ROBERT M. McCLORY, who being by me first duly sworn, declared that (s)he is the PRESIDENT of COMPEL CORP

that (s)he signed the foregoing documents as PRESIDENT of the corporation and that the statements therein contained are true.



Linda Marie Dumont
 Notary Public

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State of California

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 26th day of July, 19 79,

COMPEL CORP.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
12th day of December, 1991.

March Fong Eu

Secretary of State