



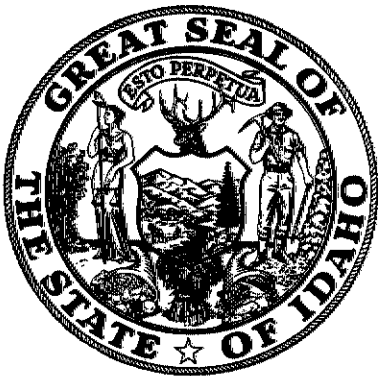
**CERTIFICATE OF INCORPORATION
OF**

TELEFOCUS, 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: November 03, 1998



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zebala*

ARTICLES OF INCORPORATION
of
TELEFOCUS, INC.

Nov 3 11 55 AM '89
SECRETARY OF STATE

The undersigned natural person of the age of 18 years or more, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

TELEFOCUS, INC. is the name of the corporation and its duration shall be perpetual.

ARTICLE II

The corporation is being organized to engage in any and all lawful activities for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is 10 shares, \$1.00 par value.

ARTICLE IV

The preemptive right to acquire additional or treasury shares of the corporation is hereby denied to the shareholders.

ARTICLE V

The right of shareholders to cumulate votes in the election of Directors is hereby denied.

ARTICLE VI

The address of the initial registered office of this corporation is 3350 South Ashbury Place, Boise, Idaho 83706, and the name of the initial registered agent at this address is Sara J. Schwarzkopf.

ARTICLE VII

The number of directors of the corporation shall be fixed by the By-laws of the corporation. The number of directors constituting the initial Board of Directors of the corporation is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Sara J. Schwarzkopf	3350 South Ashbury Place Boise, Idaho 83706
Michael B. Schwarzkopf	3350 South Ashbury Place Boise, Idaho 83706

ARTICLE VIII

The incorporator of this corporation is Sara J. Schwarzkopf, whose address is 3350 South Ashbury Place, Boise, Idaho 83706.

ARTICLE IX

The Board of Directors may, from time to time, declare and pay dividends on the corporation's outstanding shares in cash, property, or its own shares, to the extent legally available therefor.

ARTICLE X

The Board of Directors may, from time to time, distribute to the corporation's shareholders, in partial liquidation, out of capital surplus of the corporation, to the extent legally available therefor, a portion of the corporation's assets in cash or property.

ARTICLE XI

The Company shall indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Company) by reason of the fact that the person is or was a director, officer, employee or agent of the Company or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Company. The Company shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition of the proceeding to the fullest extent not prohibited by law. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries that may be included in any statute, by-law, agreement, general or specific action of the Board of Directors, vote of shareholders or otherwise.

ARTICLE XII

No Director of the Company shall be personally liable to the Company or its shareholders for monetary damages for conduct as a Director; provided that this Article XII shall not eliminate the liability of a Director for any act or omission for which such elimination of liability is not permitted under the Idaho Business Corporation Act. No amendment to the Idaho Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a Director for any act or omission which occurs prior to the effective date of such amendment.

ARTICLE XIII

The Company's By-laws may be altered or amended (a) by a majority vote of the outstanding stock entitled to vote at any annual meeting or upon notice at any special meeting of stockholders entitled to vote, or (b) at any meeting of the Board of Directors by a majority of the entire Board then in office.

I, Sara J. Schwarzkopf, the incorporator of this corporation, declare under penalties of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED this 3rd day of November, 1989.


SARA J. SCHWARZKOPF

SUBSCRIBED AND SWORN To before me this ____ day of
_____, 1989.

(NOTARIAL SEAL)

Notary Public for Idaho
Residing at: Boise, Idaho