

State of Idaho

Department of State.

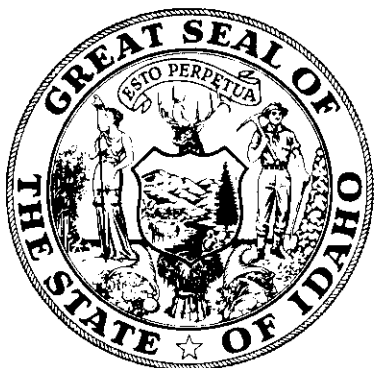
CERTIFICATE OF AUTHORITY OF

TRANSWORLD SYSTEMS INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **TRANSWORLD SYSTEMS INC.** 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 **TRANSWORLD SYSTEMS INC.** to transact business in this State under the name **TRANSWORLD SYSTEMS INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **August 29, 1983**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 TRANSWORLD SYSTEMS INC.
2. *The name which it shall use in Idaho is TRANSWORLD SYSTEMS INC.
3. It is incorporated under the laws of the State of California
4. The date of its incorporation is November 5, 1970 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 5880 Commerce Boulevard, Rohnert Park, California 94928
6. The address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Collection Agency Sales & Service
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>GORDON S. DUNN</u>	<u>President & Director</u>	<u>83 Summit Ave., San Rafael, CA 94901</u>
<u>FLOYD T. WATKINS</u>	<u>Exec. VP & Director</u>	<u>83 Summit Ave., San Rafael, CA 94901</u>
<u>M. G. FREER</u>	<u>Sec-Treas. & Director</u>	<u>5309 Daniel Dr., Rohnert Park, CA 94928</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>20,000</u>	<u>Common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
13,740	Common	\$1.00

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

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August 25, 19 83.

TRANSWORLD SYSTEMS INC.

By

Gordon S. Dunn

Its President

and

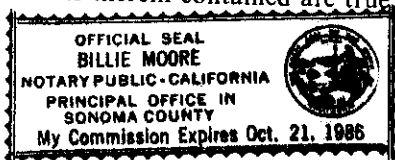
[Signature]

Its Secretary

STATE OF CALIFORNIA)
COUNTY OF SONOMA) ss:

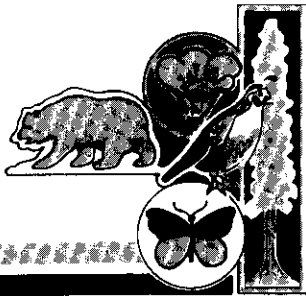
I, Billie Moore, a notary public, do hereby certify that on this 25th day of August, 19 83, personally appeared before me GORDON S. DUNN, who being by me first duly sworn, declared that he is the President of TRANSWORLD SYSTEMS INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



[Signature]
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



State of California

OFFICE OF THE SECRETARY OF STATE

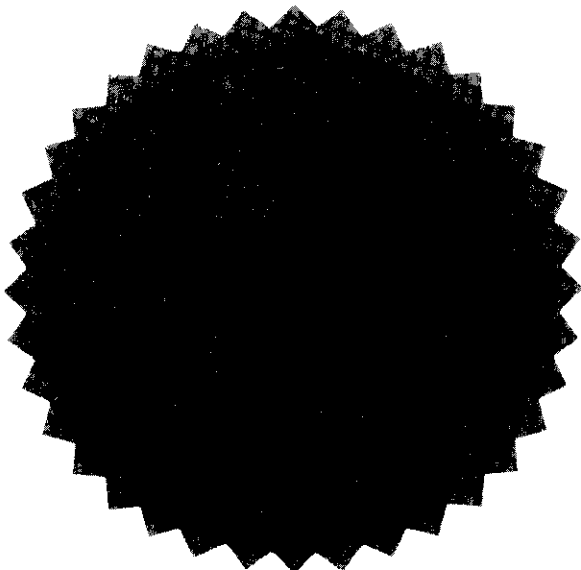
AUG 29 1 55 PM '83
SECRETARY OF STATE

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

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAR 14 1983



March Fong Eu

Secretary of State

610950

FILED

In the office of the Secretary of State
of the State of California

NOV 5 1970

Secretary of State

By David M. Hutman
Deputy

ARTICLES OF INCORPORATION
OF

TRANS WORLD ACCOUNTS, INC.

ONE: The name of this corporation is:

TRANS WORLD ACCOUNTS, INC.

TWO: The purposes for which this corporation is formed, the specific business in which the corporation is primarily to engage being set forth in Paragraph a. below, are:

a. To market computerized billing services; to design and market business forms; and to own, operate and maintain a collection agency;

b. To engage in any one or more businesses or transactions which the board of directors of this corporation may from time to time authorize or approve, whether related or unrelated to the business described in a. above or to any other business then or theretofore done by this corporation;

c. To exercise any and all rights and powers which a corporation may now or hereafter exercise;

d. To act as principal, agent, joint venturer, partner or in any other capacity which may be authorized or approved by the board of directors of this corporation; and

e. To transact business in the State of California or in any other jurisdiction of the United States of America or elsewhere in the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions

Registration of right
to amend articles
for

of any other clause but shall be regarded as independent purposes and powers.

THREE: The county in the State of California where the principal office for the transaction of the business of the corporation is to be located is Sonoma County.

FOUR: This corporation is authorized to issue only one class of shares; the total number of such shares is twenty thousand (20,000), and all such shares are to be without par value.

FIVE: a. The number of the directors of this corporation shall be three (3);

b. The names and addresses of the persons who are appointed to act as the first directors of this corporation are:

<u>Name</u>	<u>Address</u>
Ruth Flynn	1855 Sheridan Way Stockton, Calif. 95200
Michael John Flynn	1855 Sheridan Way Stockton, Calif. 95200
Lewis Robertson	21 South Circle Drive Santa Cruz, Calif. 95054

SIX: Each shareholder or subscriber to shares of this corporation shall be entitled to full preemptive or preferential rights, as such rights have been heretofore defined at common law, to purchase and/or subscribe for his proportionate part of any shares which may be issued at any time by this corporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, the undersigned, constituting the incorporators of this corporation including the persons named hereinabove as the first directors of this corporation, have executed these

Articles of Incorporation this 26 day of October, 1970.

Ruth Flynn
Ruth Flynn

Michael John Flynn
Michael Flynn
Michael John Flynn

Lewis Robertson
Lewis Robertson

STATE OF CALIFORNIA)
COUNTY OF SONOMA) ss.

On this 26th day of October, 1970, before me,
Jane Austin, a Notary Public in and for said
State, residing therein, duly commissioned and sworn, per-
sonally appeared RUTH FLYNN, known to me to be the person
whose name is subscribed to the foregoing Articles of Incor-
poration, and acknowledged to me that she executed the same.

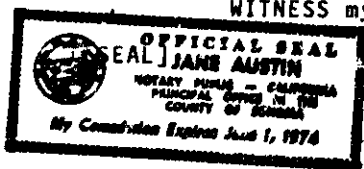


WITNESS my hand and official seal.

Jane Austin
Notary Public for the State
of California

STATE OF CALIFORNIA)
COUNTY OF SONOMA) ss.

On this 26th day of October, 1970, before me,
Jane Austin, a Notary Public in and for said
State, residing therein, duly commissioned and sworn, per-
sonally appeared MICHAEL JOHN FLYNN, known to me to be the
person whose name is subscribed to the foregoing Articles
of Incorporation, and acknowledged to me that he executed
the same.



WITNESS my hand and official seal.

Jane Austin
Notary Public for the State
of California

STATE OF CALIFORNIA } ss.
COUNTY OF

On this 26th day of October, 1970, before me,
Shirley Peterson, a Notary Public in and for said
state, residing therein, duly commissioned and sworn, per-
sonally appeared LEWIS ROBERTSON, known to me to be the
person whose name is subscribed to the foregoing Articles
of Incorporation, and acknowledged to me that he executed
the same.

WITNESS my hand and official seal.

[SEAL]

Shirley Peterson
Notary Public for the State
of California



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A208509

FILED

In the office of the Secretary of State
of the State of California

SEP 18 1979

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
TRANS WORLD ACCOUNTS, INC.

MARCH FONG EU, Secretary of State

Deputy

FLOYD T. WATKINS and CATHERINE WATKINS certify that:

1. They are the Vice President and Secretary, respectively, of TRANS WORLD ACCOUNTS, INC., a California corporation.

2. The Articles of Incorporation of said corporation shall be amended by the addition of the following Article:

"SEVEN: The issuance of any shares of stock in this corporation by the board of directors pursuant to Article III, Section 1 of this corporation's Bylaws requires the prior affirmative vote of a majority of the outstanding shares entitled to vote."

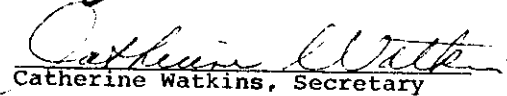
3. The amendment has been approved by the board of directors.

4. The amendment has been approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. The corporation has only one class of shares. Each outstanding share is entitled to one vote. The corporation has 14250 shares outstanding and, hence, the total number of shares entitled to vote with respect to the amendment was [same number] 14250. The number of shares voting in favor of the amendment exceeded the vote required, in that the affirmative vote of a majority, that is, more than 50% of the outstanding shares,

Jim

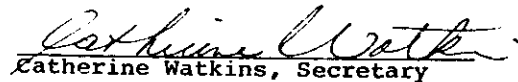
was required for approval of the amendment and the amendment was approved by the affirmative vote of 13740 shares, or slightly more than 96 % of the outstanding voting shares.


Floyd V. Watkins, Vice President


Catherine Watkins, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct of his or her own knowledge and that this declaration was executed on July 13, 1979 at Santa Rosa, California.


Floyd V. Watkins, Vice President


Catherine Watkins, Secretary

NAME CHG. TO: TRANSWORLD SYSTEMS INC.

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A216225

FILED
in the office of the Secretary of State
of the State of California

MAR 28 1980

DAVID FONG, Secretary of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

GORDON S. DUNN and ANTHONY MARCELLI certify that:

1. They are the president and the secretary, respectively, of TRANS WORLD ACCOUNTS, INC., a California corporation.

2. The name of the corporation is amended to read in full as follows:

TRANSWORLD SYSTEMS INC.

3. Article ONE of the Articles of Incorporation of said corporation shall be amended to read in full as follows:

"ONE: The name of this corporation is: TRANSWORLD SYSTEMS INC."

4. The amendment has been approved by the Board of Directors of the corporation.

5. The Amendment has been approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. The corporation has only one class of shares of stock. The corporation has 14,050 shares outstanding and, hence, the total number of shares entitled to vote with respect to the Amendment was 14,050. The number of shares voting in favor of the Amendment was 14,050.

Gordon S. Dunn
Gordon S. Dunn

(Anthony) A. J. Marcelli
Anthony Marcelli

MA

VERIFICATION

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct of his own knowledge and that this declaration was executed on March 25, , 1980 at Santa Rosa, California.

Gordon S. Dunn
Gordon S. Dunn

Anthony J. Marcelli
Anthony Marcelli

A237987

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CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

FILED

In the office of the Secretary of State
of the State of California

SEP 8 1981

MARCH FONG EU, Secretary of State

By B. J. [Signature]
Deputy

GORDON S. DUNN and MILTON G. FREER certify that:

1. They are the President and the Secretary, respectively,
of TRANSWORLD SYSTEMS, INC., a California corporation.
2. Article FOUR of the Articles of Incorporation of said
corporation shall be amended to read in full as follows:

"FOUR: This corporation is authorized to issue only one class of shares; the total number of such shares is twenty thousand (20,000), and all such shares are to have a par value of One Dollar (\$1.00) per share. As of the effective date of this Amendment, each outstanding share without par value is hereby reclassified as a share with a par value of One Dollar (\$1.00)."

3. The amendment has been approved by the Board of Directors of the corporation.

4. The Amendment has been approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. The corporation has only one class of shares of stock. The corporation has 13,740 shares outstanding and, hence, the total number of shares entitled to vote with respect to the Amendment was 13,740. The number of shares voting in favor of the Amendment was 13,740.

We declare under penalty of perjury that the foregoing is true and correct and that this verification was executed on August 24, 1981, at Santa Rosa, California.

Gordon S. Dunn
Gordon S. Dunn

Milton G. Freer
Milton G. Freer

CP