

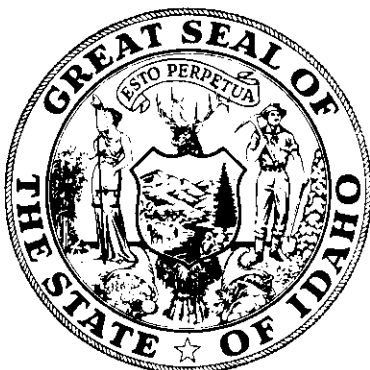


CERTIFICATE OF AUTHORITY
OF
PLANUS INC.

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

Dated July 22, 1985



Pete T. Cenarrusa
SECRETARY OF STATE

July 1 1985
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 PLANUS INC.

2. *The name which it shall use in Idaho is _____

3. It is incorporated under the laws of Nebraska

4. The date of its incorporation is March 26, 1985 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 10810 Farnam St., Suite 442, Omaha, Neb. 68154

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

7. The street 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

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To engage in any lawful act or activity for which corporations may be organized. Maintenance and servicing of computer equipment and/or the franchising of such services.

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

Name	Office	Address
<u>SEE ATTACHED RIDER</u>		

10. 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>10,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

11. 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
1,000	Common	\$1.00

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

13. This Application is accompanied by a certificate of corporate existence or status, issued by the proper officer of the state or country of incorporation. (The certificate should not be over 90 days old)

Dated July 15, 1985, 19 85

PLANUS INC.
By Charles T. Fote
Charles T. Fote President
and Norman Shepherd
Norman Shepherd Secretary
Its _____

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss:

I, Jane C. Canfield, a notary public, do hereby certify that on this 15th day of July, 19 85, personally appeared before me Charles T. Fote, who being by me first duly sworn, declared that he is the President of PLANUS INC.

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

GENERAL NOTARY-State of Nebraska
JANE C. CANFIELD
My Comm. Exp. April 25, 1989

Jane C. Canfield
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.

R I D E R

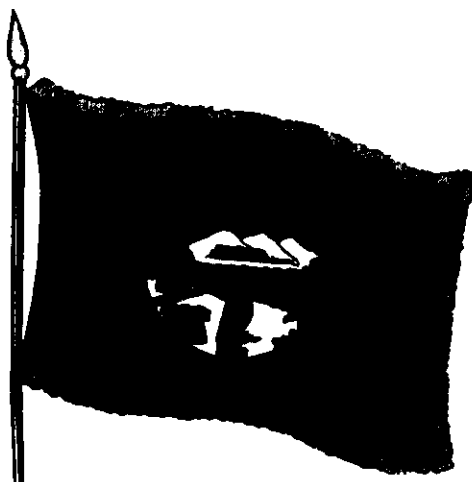
OFFICERS

<u>NAME</u>	<u>OFFICE ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
Robert E. Masterson Chariman of the Board/Chief Exec. Officer	10810 Farnam Street Suite 442 Omaha, NE 68154	13735 Polk Plaza Omaha, NE 68137
Charles T. Fote President/Chief Operating Officer	10810 Farnam Street Suite 442 Omaha, NE 68154	9453 Dewey Avenue Omaha, NE 68114
Norman Shepherd Secretary & Treasurer	10810 Farnam Street Suite 442 Omaha, NE 68154	1964 Port Lauvent Place Newport Beach, CA 92660

DIRECTORS

<u>NAME</u>	<u>OFFICE ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
Robert E. Masterson	10810 Farnam Street Suite 442 Omaha, NE 68154	13735 Polk Plaza Omaha, NE 68137
Charles T. Fote	10810 Farnam Street Suite 442 Omaha, NE 68154	9453 Dewey Avenue Omaha, NE 68114
Robert M. Scott	10810 Farnam Street Suite 442 Omaha, NE 68154	16248 Bancroft Cir. Omaha, NE 68130
Norman Shepherd	10810 Farnam Street Suite 442 Omaha, NE 68154	1964 Port Lauvent Place Newport Beach, CA 92660

STATE OF



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SEC. OF STATE
NEBRASKA
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I, Allen J. Beermann, Secretary of State of the
State of Nebraska do hereby certify that

PLANUS INC.

with registered office located in Omaha,
Nebraska, filed Articles of Incorporation
in this office on March 26, 1985.

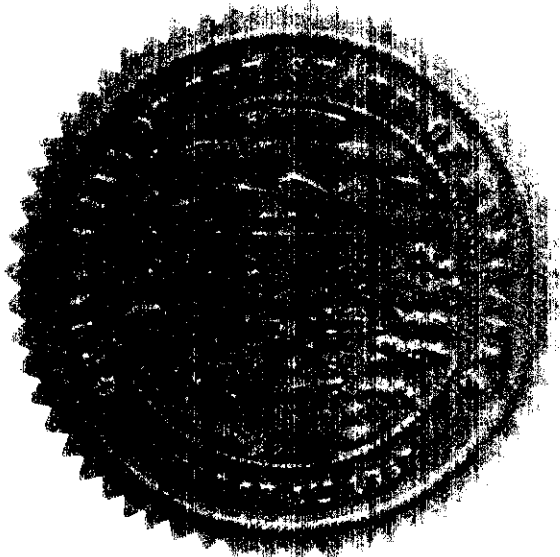
I further certify that said corporation
is in good standing and has filed all
necessary reports and paid all taxes and
fees due this office as of this date.

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska.

Done at Lincoln this
third

day of July
in the year of our Lord, one thou-
sand nine hundred and eighty-five.



Allen J. Beermann

SECRETARY OF STATE
Ralph Engler

DEPUTY