

16305/23351

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PRO-SOFT DATA SYSTEMS, 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: October 9, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sonya Coulson
Corporation Clerk

ARTICLES OF INCORPORATION

OF

PRO-SOFT DATA SYSTEMS, INC.

Oct 9 9 35 AM '81
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the laws of the State of Idaho, including the Idaho Business Corporation Act (the "Act"), and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST - NAME

The name of the corporation is PRO-SOFT DATA SYSTEMS, INC.

SECOND - DURATION

The corporation is to have perpetual existence.

THIRD - PURPOSE AND POWERS

The purpose for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under shall have the power to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation, including but not limited to the statutory powers specified in Idaho Code Sections 30-1-4 to 30-1-6, as amended and supplemented.

FOURTH - SHARES

The authorized capital of this corporation shall be, and is 1,000 value of \$1.00 each, making an authorized aggregate capitalized stock at par value of \$1,000, which such stock shall not be issued until fully paid for and once so issued shall be nonassessable. There shall be only one class of shares.

FIFTH - PREEMPTIVE AND PREFERENTIAL RIGHTS

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and to any obligations of the corporation convertible into stock. Any stock or obligations convertible into stock issued by the corporation shall be offered first to the stockholders of the corporation.

SIXTH - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation and its registered agent is as follows:

Registered Office: 591 Winged Foot
Eagle, Idaho 83616

Registered Agent: Stuart Eddie Holt

SEVENTH - DIRECTOR(S)

The number of Directors of the corporation shall be as specified from time to time in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of Directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

The initial number of Directors shall be 2 (2), who shall serve until such Director's successor is hereafter elected and qualified, and who shall be:

<u>Director's Name</u>	<u>Address</u>
Stuart Eddie Holt	P.O. Box 1916 Boise, Idaho 83702
Jodi K. Mecham Holt	P.O. Box 1916 Boise, Idaho 83702

EIGHTH - INCORPORATOR

The name and address of the incorporator is as follows:

Incorporator's Name

Address

Stuart Eddie Holt

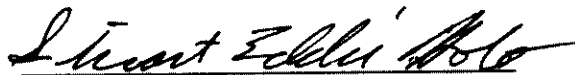
591 Winged Foot
Eagle, Idaho 83616

NINTH - OTHER PROVISIONS

9.1 Transactions Between Corporations, Officers and Directors. Without in any way limiting the provisions of Idaho law, no contract or other transaction between the corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of another corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that such Director or firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if she/he were not such director or officer of such other corporation or not so interested.

9.2 Shareholder Liability. Without in any way limiting the provisions of Idaho law, the private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, the shares of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the share of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand hereto effective as of the 8th day of October, 1991.


Stuart Eddie Holt, Incorporator