

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

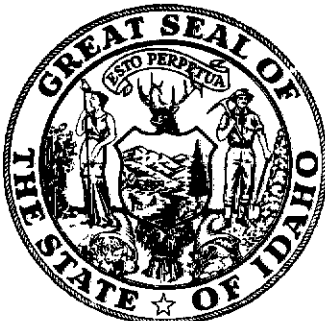
TOTAL SYSTEMS INK., LTD.

File number C 110092

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: April 5, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION
OF

TOTAL SYSTEMS INK., LTD.

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The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is TOTAL SYSTEMS INK., LTD.

ARTICLE TWO

The address of the registered office of the corporation in the State of Idaho is 10701 Airport Drive, Hayden Lake, Idaho 83835, and the name of its registered agent is R. Joseph Eisele.

ARTICLE THREE

The name and mailing address of the incorporator of the corporation is R. Joseph Eisele, 10701 Airport Drive, Hayden Lake, Idaho 83835.

ARTICLE FOUR

1. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Idaho.
2. To form subsidiaries or participate in joint ventures.

ARTICLE FIVE

The period of duration of the corporation is perpetual.

ARTICLE SIX

The total number of shares of stock which this corporation is authorized to issue is five hundred thousand (500,000) shares of Common Stock. The Common Stock shall have a par value of \$1.00 per share.

ARTICLE SEVEN

Holders of Common Stock shall be entitled to one vote for each share of stock.

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ARTICLE EIGHT

A Director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability for: 1) any breach of the Director's duty of loyalty to this corporation or its stockholders; 2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; 3) violation of Idaho Code Section 30-1-48; or 4) any transaction from which the Director derived any improper personal benefit. The foregoing sentence notwithstanding, if the Idaho Business Corporation Act hereafter is amended to authorize further limitations of the liability of a director of a corporation, then a Director of this corporation, in addition to the circumstances in which a director is not personally liable, as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the Idaho Business Corporation Act as so amended. Any repeal or modification of the foregoing provisions of this Article Eight by the stockholders of this corporation shall not adversely affect any right or protection of a Director of this Corporation existing at the time of such repeal or modification.

ARTICLE NINE

The property, business, and affairs of this corporation shall be managed by a Board of Directors of not less than one (1) nor more than five (5) Directors. The initial Board of Directors shall consist of one (1) Director and may be increased by or in the manner provided in the Bylaws. The Directors need not be shareholders and they need not be residents of the State of Idaho.

ARTICLE TEN

The powers of the incorporator are to terminate upon the filing of these Articles of Incorporation, and the following individual is to serve as Director until the first annual meeting of shareholders or until Scott M. Randolph's successors are elected and qualified:

Scott M. Randolph
7905 Meadowlark Way
Coeur d'Alene, ID 83814

ARTICLE ELEVEN

A simple majority of the outstanding voting stock of this Corporation shall be required for the approval or authorization of any 1) merger or consolidation of this Corporation with or into any other Corporation, or 2) sale, lease, or any other disposition of all or substantially all of the assets of this Corporation to or with any other corporation, person, or entity.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend, and rescind from time to time any or all of the Bylaws of the Corporation.

ARTICLE THIRTEEN

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to the provisions of Article Eleven herein, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE FOURTEEN

The stock of the Corporation is subject to restriction on the alienation of stock, the terms and conditions of which are on file with the Secretary of the Corporation.

ARTICLE FIFTEEN

A simple majority of the directors elected shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE SIXTEEN

In the election of directors and for any other situation upon which a vote of shareholders is required or taken, the principle of cumulative voting shall not apply.

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the Idaho Business Corporation Act, does hereby make and file these Articles of Incorporation, and does hereby declare and certify that this is his act and deed and the facts herein stated are true.

IN WITNESS WHEREOF, these Articles of Incorporation are executed in duplicate on the 28th day of March, 1995.

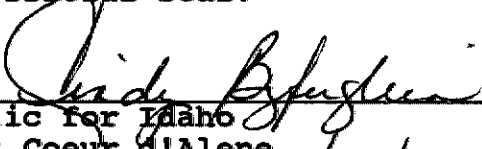


R. JOSEPH EISELE

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 28th day of March, 1995, before me the undersigned Notary Public in and for said state, personally appeared R. Joseph Eisele, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.


Notary Public for Idaho
Residing at Coeur d'Alene
My commission expires: 8/19/99