



**CERTIFICATE OF INCORPORATION
OF**

OSPREY RETAIL 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: March 4, 1991



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

OSPREY RETAIL SYSTEMS, INC.

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SECRETARY OF STATE

The undersigned, acting as the incorporator of a corporation (the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code (the "Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Osprey Retail Systems, Inc.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Act; 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.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is 50,000 shares, of one class only, which shall be designated as common stock. The par value of each share is \$1.00.

ARTICLE V. CAPITAL SURPLUS

When and as determined by the Board of Directors, the Corporation shall have the right to purchase and redeem its own shares to the extent of unreserved and unrestricted capital surplus available therefor.

To the extent authorized by the Act, when and as determined by the Board of Directors, the Corporation may, from time to time, distribute to its shareholders out of capital surplus of the Corporation a portion of its assets in cash or property.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 2739 Airport Way, Boise, Idaho 83705, and the name of its initial registered agent at that office is David S. Beach.

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be specified in the Bylaws. The number of Directors constituting the initial Board of Directors is two (2). The names and addresses of the persons who will serve as Directors until the first annual meeting of the shareholders, and until their successors shall have been elected and qualified, are:

<u>Name</u>	<u>Address</u>
David S. Beach	2739 Airport Way Boise, ID 83705
James A. Lau	2739 Airport Way Boise, ID 83705
Jon W. Alden	192 Drift Road Restport, MA 02790

ARTICLE VIII. LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) provided for under section 30-1-48 of the Act; or (iv) for any transaction from which the director derived an improper personal benefit. If, after approval of this Article X by the stockholders, the Act is amended to authorize corporate action further eliminating or limiting the personal liability of the directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. This Article VIII shall not eliminate or limit the liability of a director for any act or omission which occurred prior to the effective date of its adoption. Any repeal or modification of this Article VIII by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Cliff L. Brown	P.O. Box 1617 Boise, Idaho 83701

DATED this 4th day of March, 1991.


Cliff L. Brown