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State of Idaho

Department of State

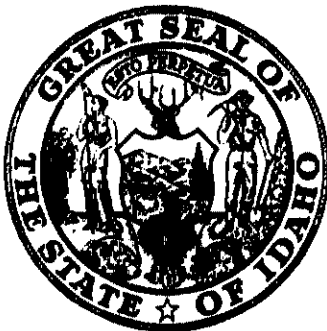
CERTIFICATE OF INCORPORATION OF

SANDPOINT SOFTWARE, 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: January 7, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Quigley Hobbs

Corporation Clerk

**ARTICLES OF INCORPORATION
OF
SANDPOINT SOFTWARE, INC.**

RECEIVED
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is Sandpoint Software, Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purpose and object for which the corporation is organized include the transaction of any and all business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 1500. Such shares shall consist of one class only, bear no par value, and be non-assessable.

FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

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, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is:

821 Fir Street
Sandpoint, Idaho, 83864-1998

The name of the corporation's initial registered agent at such address is Steven Olson.

EIGHTH

The number of directors constituting the initial Board of Directors is two (2).

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors be elected and qualify are:

C. Leonor Rodriguez
328 S. 4th Avenue
Sandpoint, ID 83864

President

Steven Olson
328 S. 4th Avenue
Sandpoint, ID 83864

Vice President
& Secretary

NINTH

The names and addresses of all incorporators are:

C. Leonor Rodriguez
328 S. 4th Avenue
Sandpoint, ID 83864

Steven Olson
328 S. 4th Avenue
Sandpoint, ID 83864

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of December 1991.

C. Leon Rodriguez
President

Steven Olson
Vice President

Steven Olson
Secretary

State of Idaho,)
County of Bonner) ss.

On this 31st day of December, in the year of 91, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared C. Leonor Rodriguez and Steven Olson, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same, and that they are persons of lawful age.

WITNESS my hand and official seal.

[Signature]
Notary Public, State of Idaho

Residing at SANAPoint

Commission expires 10/10/93