

CERTIFICATE OF INCORPORATION  
OF

ANSWER CORPORATION

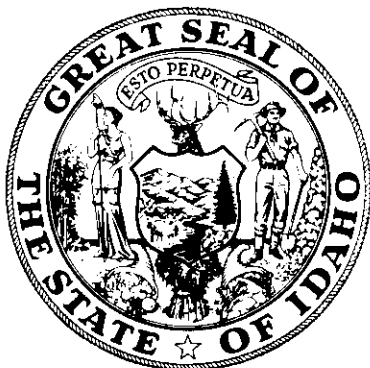
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

ANSWER 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: *December 18, 1981*



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

ANSWER Corporation

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is ANSWER Corporation.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The total number of shares of all classes of stock which the Corporation has authority to issue is 200,000 shares divided into 100,000 shares of Preferred Stock with a par value of ten dollars (\$10.00) per share (hereinafter called the "Preferred Stock") and 100,000 shares of Common Stock with a par value of one dollar (\$1.00) per share (hereinafter called the "Common Stock").

The following is a description of each class of stock with the powers, preferences, and rights and the restrictions, qualifications, and limitations thereof:

1. The Board of Directors may, except as otherwise provided below, by resolution from time to time classify or reclassify and issue in one or more series any unissued shares of Preferred Stock and may fix or alter in one or more respects, from time to time before reissuance of such shares, the number and designation of any series or classification, liquidation and dividend rights, preference rights, voting rights, redemption rights, conversion

rights, and any other rights, restrictions and qualifications of and the terms of any purchase, retirement, or sinking fund which may be provided for such shares of Preferred Stock.

2. No holder of Preferred Stock of the Corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any part of any stock now or hereafter authorized to be issued, or shares thereof, held in the treasury of the Corporation or securities convertible into stock, whether issued for cash or other consideration or by way of dividend or otherwise.

3. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, the holders of the Preferred Stock shall be entitled to receive ten dollar (\$10.00) in cash for each share thereof, together with an amount in cash equal to accrued and unpaid dividends thereon to the date of such payment, before any distribution of the assets of the Corporation shall be made to the holders of Common Stock. After such payment shall have been made in full to the holders of the outstanding Preferred Stock or funds necessary for such payment shall have been set aside in trust for the account of the holders of the outstanding Preferred Stock so as to be and continue available therefor, the holders of the outstanding Preferred Stock shall be entitled to no further participation in such distribution of the assets of the Corporation and the remaining assets of the Corporation shall be divided and distributed among the holders of the Common Stock then outstanding according to their respective shares. If, upon such liquidation, dissolution, or winding up, the assets of the Corporation distributable as aforesaid among the holders of the Preferred Stock shall be insufficient to permit the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the Preferred Stock. A consolidation or merger of the Corporation, a sale or transfer of all or substantially all of its assets as

an entirety, or any purchase or redemption of stock of the Corporation of any class, shall not be regarded as a "liquidation, dissolution, or winding up of the affairs of the Corporation" within the meaning of this paragraph.

4. The holders of Preferred Stock shall possess no voting rights and powers on matters voted on by the stockholders of the Corporation, including the election of Directors, but shall be entitled to notice of stockholders' meetings. Each holder of Common Stock shall be entitled to one vote for each share thereof held.

FIFTH: Provisions denying preemptive rights are: that no preferred stockholder shall have any preemptive rights.

SIXTH: The address of the initial registered office of the Corporation is 502A North Second Avenue, Sandpoint, Idaho, 83864, and the name of its initial registered agent at such address is Jack Oakwright.

SEVENTH: The number of directors constituting the initial Board of Directors of the Corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

JACK OAKWRIGHT	502A North Second Avenue Sandpoint, Idaho, 83864
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JERRY A. TIFFT	502A North Second Avenue Sandpoint, Idaho, 83864
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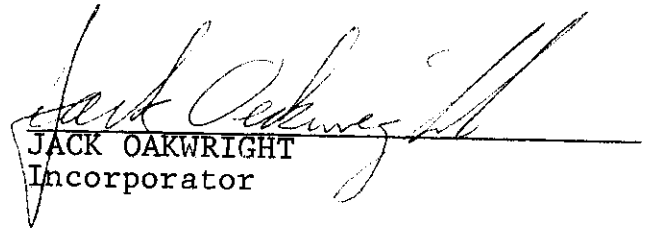
AILENE OAKWRIGHT	502A North Second Avenue Sandpoint, Idaho, 83864
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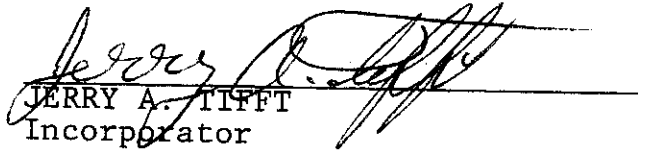
EIGHTH: The name and address of each incorporator is:

JACK OAKWRIGHT	502A North Second Avenue Sandpoint, Idaho, 83864
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JERRY A. TIFFT	502A North Second Avenue Sandpoint, Idaho, 83864
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DATED December 16, 1981.

  
JACK OAKWRIGHT  
Incorporator

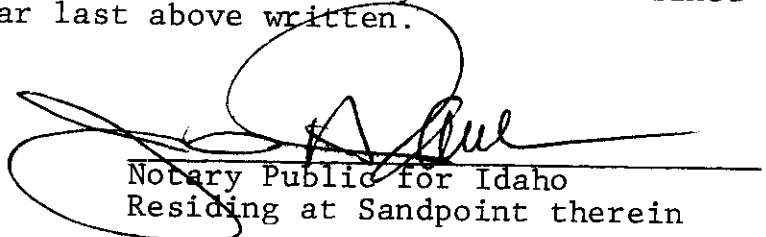
  
JERRY A. TIFFT  
Incorporator

STATE OF IDAHO            )  
                                     : ss

County of Bonner        )

On this 16 day of December, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared JACK OAKWRIGHT and JERRY A. TIFFT, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal on the day and year last above written.

  
Notary Public for Idaho  
Residing at Sandpoint therein