



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, LOVELL E. STAFF, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

S. C. COFFMAN CORPORATION

a corporation duly organized and existing under the laws of New York has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 8th day of July 19 66 a properly authenticated copy of its articles of incorporation, and on the 8th day of July 19 66 a designation of T. H. SUMNER or W. C. SUMNER in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 8th day of July, A.D. 19 66.

Secretary of State.

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#565023

CERTIFICATE OF INCORPORATION

OF

G C COMPUTER CORPORATION

(Under Section 402 of the Business Corporation Law)

The undersigned, being a natural person of at least twenty-one (21) years of age and acting as the incorporator of the corporation hereby being formed under the Business Corporation Law, certifies that:

FIRST: The name of the corporation is G C COMPUTER CORPORATION.

SECOND: The corporation is formed for the following purpose or purposes:

To manufacture, purchase, buy, lease from others, or otherwise acquire, own, manage, mortgage, pledge, lease to others, sell, assign, transfer or otherwise dispose of, trade, deal in and deal with electronic data processing equipment, including general and special purpose computers, peripheral data processing equipment, input and output devices and related communications devices.

To acquire by purchase, devise, exchange, concession, easement, contract, lease or otherwise, to hold, own, use, control, manage, improve, maintain and develop, to mortgage, pledge, grant, sell, convey, exchange, assign, divide, lease, sublease, or otherwise encumber and dispose of, and to deal and trade in, real estate, improved or unimproved, lands, leaseholds, options, concessions, easements, tenements, hereditaments and interests in real, mixed and personal property, of every kind and description, wheresoever situated, and any and all rights therein.

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To manage, operate, service, equip, furnish, alter and keep in repair buildings and real and personal property of every kind, nature and description, whether as principal, agent, broker or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the business of managing and operating real and personal property of any and all kinds.

To lend money or make advances from time to time to such extent, to such borrowers, on such terms, and on such security, if any, as the Board of Directors of the corporation may determine, but only to the extent permitted corporations organized under the Business Corporation Law.

To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired or acquired under the Business Corporation Law of the State of New York.

To underwrite, purchase, acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds and other evidences of indebtedness and obligations of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest, in respect of any such stocks, bonds and other evidences of indebtedness and obligations; to issue in exchange therefor its own stocks, bonds or other obligations; and, while the owner or holder of any such, to exercise all the rights, powers and privileges of ownership in respect thereof; and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise those issuing, creating or responsible for any such stocks, bonds or other evidences of indebtedness or obligations or evidences of any interest in respect thereof.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner, deal with and contract with reference to:

(a) inventions, devices, formulae, processes and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or pertaining thereto;

(c) franchises, licenses, grants and concessions.

To acquire and to take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith, to acquire the good will and all or any of the assets and to assume or otherwise provide for all or any of the liabilities of any such business.

To do any of the things hereinbefore enumerated for itself or for account of others and to make and perform contracts for doing any part thereof.

For the accomplishment of the foregoing purposes and in furtherance thereof, the corporation shall have and may exercise all the rights, powers and privileges conferred by the Business Corporation Law as in effect from time to time upon corporations formed thereunder, subject to the limitations

contained therein or in any other statute of the State of New York. The corporation may carry out all or any part of the foregoing purposes as principal, factor, agent, broker, contractor or otherwise either alone or in conjunction with any other person or persons in any part of the world, and may do all other acts and things necessary, suitable or proper for the accomplishment of any of the purposes and objectives herein enumerated.

THIRD: The office of the corporation within the State of New York is to be located in the City and County of New York.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is six million (6,000,000) common shares of the par value of One (\$1.00) Dollar per share.

FIFTH: In all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions) he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

SIXTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post-office address within or without the State of New York to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: G C COMPUTER CORPORATION, 445 Park Avenue, New York, New York.

SEVENTH: No holder of shares of the corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive any shares of the corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe to or purchase such shares, or any securities

convertible into or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the corporation.

IN WITNESS WHEREOF, I have executed this Certificate and affirm the truth of the statements therein set forth under penalty of perjury this 16th day of June, 1966.



HAROLD J. DRESCHER
19 West 44th Street
New York, New York 10036

State of New York }
DEPARTMENT OF STATE } ss.:

15013

I CERTIFY That I have compared the preceding copy with the original Certificate of Incorporation of

G C COMPUTER CORPORATION,

filed in this department on the 20th day of June, 1966, and that such copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the City of Albany, this twenty-eighth day of June, one thousand nine hundred sixty-six.


Secretary of State