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SILICON EAGLE, INC.

IDAHO SECRETARY OF STATE
04/07/2005 05:00
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SECRETARY OF STATE
STATE OF IDAHO

Articles of Incorporation

Name. The name of the corporation is Silicon Eagle, Inc.

2. **Authorized shares.**

A. **Authorized Capital.** The corporation is authorized to issue two classes of capital stock, to be designated respectively "**Common Stock**" and "**Preferred Stock**." The total number of shares of capital stock the Corporation shall have the authority to issue is Sixty Million (60,000,000) shares, of which Fifty Million (50,000,000) shares shall be Common Stock and Ten Million (10,000,000) shares shall be Preferred Stock

B. **Common Stock.** Holders of Common Stock are entitled to one vote per share on any matter submitted to the shareholders. On dissolution of the Corporation, after any preferential amount with respect to the Preferred Stock has been paid or set aside, the holders of Common Stock and the holders of any series of Preferred Stock entitled to participate in the distribution of assets are entitled to receive the net assets of the Corporation.

C. **Preferred Stock.** The Board of Directors is authorized, subject to limitations prescribed by the Idaho Business Corporation Act, as amended from time to time (the "Act"), and by the provisions of this Article, to issue Preferred Stock from time to time in one or more series. The Board of Directors is hereby authorized to adopt a resolution or resolutions from time to time to fix or alter the voting powers, designations, preferences, rights, qualifications, limitations and restrictions of any wholly unissued class of Preferred Stock, or any wholly unissued series of such class, and the number of shares constituting any such series and the designation thereof, or any of them, and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status they had prior to the adoption of the resolution originally fixing the number of shares of such series.

3. **Limitation of Liability.** No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Act. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of the amendment.

4. **Indemnification.** The Corporation shall indemnify to the fullest extent not prohibited by law any current or former director or officer of the Corporation who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or

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agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall pay for or reimburse the reasonable expenses incurred by any such current or former director or officer in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person's good faith belief that the person is entitled to indemnification under this Article and (ii) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the Corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the Board of Directors, vote of shareholders or other document or arrangement.

5. Registered Office and Agent. The street address of the Corporation's registered office is 101 South Capitol Boulevard, Suite 1900, Boise, Idaho 83702, and the name of its registered agent at such address is Kris Ormseth.

6. Incorporator. The name and address of the sole incorporator is:

Kris Ormseth
Stoel Rives LLP
101 South Capitol Boulevard
Suite 1900
Boise, Idaho 83702

Dated: April 7, 2005.

SILICON EAGLE, INC.



Kris Ormseth, Incorporator