

State of Idaho

Department of State

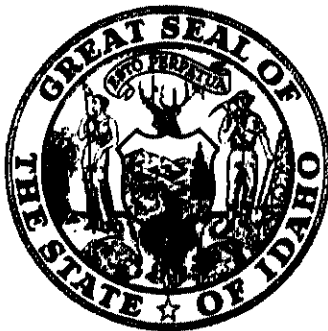
CERTIFICATE OF INCORPORATION OF

M & Y, 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: December 30, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Dellie Barnhart

Corporation Clerk

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SEC. OF STATE
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ARTICLES OF INCORPORATION

M & Y, INC.

An Idaho Corporation

I.

Name: The name of this corporation shall be
M & Y, INC.

II.

Purpose: The purpose of this corporation shall be
to engage in the sales and service of
computer equipment, parts and any other
activity not prohibited by law.

III.

Duration: The duration of the corporation shall be
perpetual.

IV.

**Names of
Incorporators:** The incorporators of this corporation are
ROBERT YANEZ and BRUCE MONTGOMERY

V.

**Agent for
Service of
Process:** Comes now RICHARD J. HAYDEN, P.S., by and
through its president, RICHARD J. HAYDEN,
and hereby consents to be the agent for
the service of process on M & Y, INC., an
Idaho Corp. The address for the agent for
the service of process is:

RICHARD J. HAYDEN P.S.
c/o Richard J. Hayden
723 North Fourth
Coeur d'Alene, ID 83814-4045

VI.

Authorized The corporation shall have only common

**Number and
Type of Shares:**

stock. One thousand (1,000) shares shall be issued with a par value of ten (\$.10) cents per share. The corporation shall not come into existence until one dollar (\$1.00) and other property is contributed by the incorporators.

VII.

**Initial
Officers:**

The number of directors on the initial board is two (2). ROBERT YANEZ and BRUCE MONTGOMERY will be the officers of the corporation and serve as the members of the Board of Directors until the first meeting of the corporation. The president of the corporation shall be ROBERT YANEZ and BRUCE MONTGOMERY shall be the vice-president, secretary and treasurer of the corporation. ROBERT YANEZ shall be the chairman of the board. BRUCE MONTGOMERY shall be a member of the board. The address of ROBERT YANEZ is P.O. Box 0175, Hayden Lake, ID 83835. The address of BRUCE MONTGOMERY is P.O. Box 1566, Coeur d'Alene, ID 83814.

VIII.

**Cumulative
Voting and
Preemptive
Rights:**

The corporation shall not give to any of its stockholders the right of cumulative voting. Neither shall the corporation allow preemptive rights to the current members of the corporation.

IX.

Profit:

The corporation shall be organized to do business for a profit.

X.

**Place of
Business:**

The principal place of business for the corporation will be P.O. Box 1566, 11100 Airport Way, Hayden Lake, Idaho 83835.

XI.

**Consent of
Agent:**

The above agents will consent to acceptance of the service of process and will act in that capacity as evidenced by the affidavit regarding service of process attached as Exhibit "A" hereto.

XII.

Powers of the Corporation:

The powers of the corporation shall be set out in the bylaws, to be published and accepted by the members of the board at its first meeting of the Board.

XIII.

Name and Address of and Incorporators:

The names of the original incorporators are ROBERT YANEZ and BRUCE MONTGOMERY and their addresses are as set out at Article X above.

DATED this 19 day of Dec, 1991.



ROBERT YANEZ
Incorporator/President



BRUCE MONTGOMERY
Incorporator/Vice-President;
Secretary and Treasurer

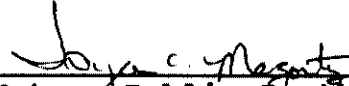
STATE OF IDAHO)
) ss.
County of Kootenai)

I, ROBERT YANEZ, having read the above Articles of Incorporation, consent to serve in the capacities outlined and hereby state upon oath that the contents of said Articles are true to the best of my knowledge, information, and belief.



ROBERT YANEZ, President

SUBSCRIBED AND SWORN to before me this 18 day of
Dec, 1991.



Notary Public in the State of
Idaho. Residing in Coeur
d'Alene. HAYDEN LAKE
My Commission expires: 2-10-1992


STATE OF IDAHO)
) ss.
County of Kootenai)

I, BRUCE MONTGOMERY, having read the above Articles of Incorporation, consent to serve in the capacities outlined and hereby state upon oath that the contents of said Articles are true to the best of my knowledge, information, and belief.



BRUCE MONTGOMERY

SUBSCRIBED AND SWORN to before me this 18 day of
Dec, 1991.



Notary Public in the State of
Idaho. Residing in Coeur
d'Alene. HAYDEN LAKE
My Commission expires: 3-10-92