

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

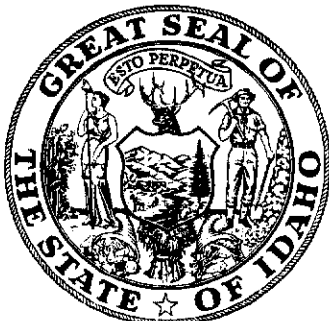
VICTORY TECHNOLOGIES, INC.

File number C 114556

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: April 12, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sisko*

ARTICLES OF INCORPORATION
OF
VICTORY TECHNOLOGIES, INC.

Apr 12 10 35 AM '96
SECRET
STATE

We, the undersigned, acting as Incorporators of a corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is VICTORY TECHNOLOGIES, INC.

SECOND

The location of the registered office of the corporation in the State of Idaho is 9407 Government Way, Suite 12, Hayden Lake, Idaho 83835.

THIRD

The name of the registered agent of the corporation is DEBRA COMPTON.

FOURTH

The period of its duration is perpetual.

FIFTH

The purpose or purposes for which the corporation is organized is software development and sales, and the transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

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SIXTH

The aggregate number of shares which the corporation shall have authority to issue is NINE THOUSAND (9,000) shares of no par value stock.

SEVENTH

Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of the stockholders holding a majority of the stock at any special meeting called for that purpose.

EIGHTH

The number of directors constituting the initial Board of Directors of the corporation shall be not less than one (1) nor more than five (5), 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:

DEBRA COMPTON
9407 GOVERNMENT WAY, STE 12
HAYDEN LAKE, ID 83835

CATHERINE PERUSSE
9000 HICKEY ROAD
SANDPOINT, ID 83864

WILLIAM MADONNA
9407 GOVERNMENT WAY, STE 12
HAYDEN LAKE, ID 83835

NINTH

The names and addresses of the Incorporators are:

DEBRA COMPTON
9407 GOVERNMENT WAY, STE 12
HAYDEN LAKE, ID 83835

CATHERINE PERUSSE
9000 HICKEY ROAD
SANDPOINT, ID 83864

WILLIAM MADONNA
9407 GOVERNMENT WAY, STE 12
HAYDEN LAKE, ID 83835

TENTH

The following shareholders subscribe to the following shares:

DEBRA COMPTON	3,000 shares
CATHERINE PERUSSE	3,000 shares
WILLIAM MADONNA	3,000 shares

ELEVENTH

The personal liability of each director is eliminated provided that this provision shall not limit the liability of a director for those acts identified in Idaho Code 30-1-54 (2) (a) (b) (c) and (d) as said provisions are presently enacted or hereafter modified.

DATED this 10 day of April, 1996.

Incorporators:


DEBRA COMPTON


CATHERINE PERUSSE


WILLIAM MADONNA

VERIFICATION

STATE OF IDAHO)

County of Kootenai)

I, Norman L. Deard a Notary Public, do hereby
certify that on this 16 day of April, 1996,
personally appeared before me DEBRA COMPTON, CATHERINE PERUSSE, and
WILLIAM MADONNA, who, being by me first duly sworn, declared that
they are the Incorporators of VICTORY TECHNOLOGIES, INC., that they
signed the foregoing document as Incorporators of the corporation,
and that the statements therein contained are true.

Norman L. Deard
Notary Public in and for the
State of Idaho.
Residing at: Coeur d'Alene
My Commission Expires: 7/8/98