

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SPECIALIZED MANAGEMENT SUPPORT, INC.

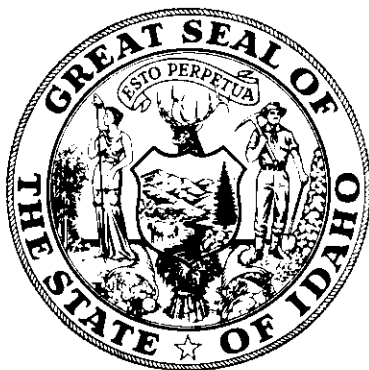
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

~~SPECIALIZED MANAGEMENT SUPPORT, INC.~~

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: *July 1, 1982*



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
SPECIALIZED MANAGEMENT SUPPORT, INC.

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SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS, that Donald L. Modglin, Grace M. Modglin, and Gerald R. Wheeler, each a natural person of the age of eighteen years or more, do hereby incorporate a corporation under and pursuant to Title 30, Chapter 1, Idaho Code (Idaho Business Corporation Act), and hereby do adopt, execute and verify, in duplicate, the following articles of incorporation:

ARTICLE I

The name of the corporation is Specialized Management Support, Inc., and the duration thereof shall be perpetual.

ARTICLE II

The purposes for which the corporation is organized shall be:

- (1) To engage in any lawful activity for which corporations may be organized under Title 30, Chapter 1, Section 4, Idaho Code, otherwise known as the Idaho Business Corporation Act.
- (2) To provide computerized accounting and related services to individuals, corporations or other organizations.
- (3) To do any and all other acts and things necessary, incident, proper, desirable or convenient for carrying out the purposes of this corporation, or any of them, and generally to engage in any or all of the foregoing enterprises, businesses and occupations, either within or without the state of Idaho or the United States.

The foregoing enumeration of powers is not intended and shall not be held to limit or restrict in any manner the general powers of this corporation under the Idaho Business Corporation Act.

ARTICLE III

The address of said corporation's initial registered office is 7025 Emerald Street, Boise, Idaho 83704, and the name of its initial registered agent at said address is Robert Kernutt.

ARTICLE IV

The number of directors constituting the initial board of directors is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors be elected and qualified are:

Donald L. Modglin, 7411 Lorge Circle, Huntington Beach, CA 92647
Grace M. Modglin, 7411 Lorge Circle, Huntington Beach, CA 92647
Gerald R. Wheeler, 1128 S.W. 13th Ave., Portland, OR 97205

ARTICLE V

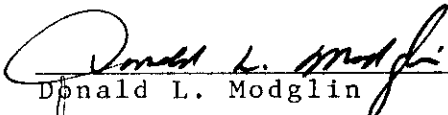
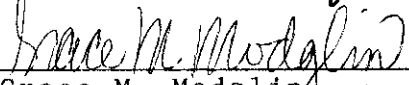
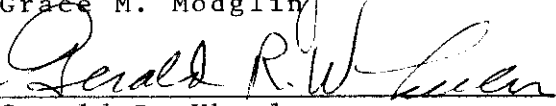
The names and addresses of each of the incorporators of said corporation are the same as the initial directors as stated in Article IV herein.

ARTICLE VI

The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be no par value common shares.

IN WITNESS WHEREOF, we, the undersigned incorporators, declare under the penalties of perjury that we have examined the foregoing document and to the best of our knowledge and belief, it is true, correct and complete.

Dated: June 24, 1982


Donald L. Modglin

Grace M. Modglin

Gerald R. Wheeler