

ARTICLES OF INCORPORATION  
OF  
CDA COMPUTUNE, INC.

FILED  
93 JAN 11 1999  
IDaho SECRETARY OF STATE  
01/11/99 09:00  
CX: 364 CFS 3859 MI 17553  
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THE UNDERSIGNED, a natural person over the age of twenty-one (21) years, acting as incorporator of CDA COMPUTUNE, Inc. under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: CDA COMPUTUNE, Inc.

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

The purpose of this corporation will be to conduct all lawful business activity.

ARTICLE IV

POWERS OF THE CORPORATION

This corporation shall have all of the powers granted or allowed by the Idaho Business Corporation Act, as may be amended from time to time, and all of the powers necessary or convenient to effect any or all of the purposes for which this corporation is organized.

ARTICLE V

COMMON STOCK

This corporation shall have authority to issue 10,000 shares of Common Stock, no par value. The authorized and treasury stock of this corporation may be issued at such times, upon such terms

and conditions and for such consideration as the Board of Directors shall determine.

#### ARTICLE VI

##### INDEMNIFICATION

This corporation shall indemnify all officers, directors and agents to the fullest extent permitted by Idaho law.

#### ARTICLE VII

##### SHAREHOLDER RIGHTS

The shareholders of CDA COMPUTUNE, Inc. shall have preemptive rights to acquire shares of CDA COMPUTUNE, Inc.. The shareholders shall have the right to cumulate their shares when electing Directors of this corporation.

#### ARTICLE VIII

##### COMMENCING BUSINESS

This corporation shall not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares of Common Stock.

#### ARTICLE IX

##### INITIAL OFFICE AND AGENT

The name and address of the initial registered agent of CDA COMPUTUNE, Inc. is:

John B. Geddes  
1424 Sherman Ave., Suite #200  
Coeur d'Alene, Idaho 83835

#### ARTICLE X

##### DIRECTORS

The number of Directors shall be not less than one (1). The number of Directors constituting the initial Board of Directors is one (1). Thereafter, the number of Directors shall be determined by the By-laws. 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 qualified, are:

<u>Name</u>	<u>Address</u>
John B. Geddes	1424 Sherman Ste 200 Coeur d'Alene, ID 83814

#### ARTICLE XI

##### INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
John B. Geddes	1424 Sherman Ste. 200 Coeur d'Alene, ID 83814

#### ARTICLE XII

##### COMMON DIRECTORS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director of Directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the vote or consent of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 15 day of Jan, 1999.

INCORPORATOR:

  
John B. Geddes

STATE OF IDAHO )

) ss.

COUNTY OF KOOTENAI )

I, the undersigned being a notary public, do hereby certify that on this 15 day of Jan, 1999, personally appeared before me, John B. Geddes who, being by me first duly sworn, declared that he is the incorporator of the corporation and that he signed the foregoing document on behalf of the corporation and that the statements therein contained are true.

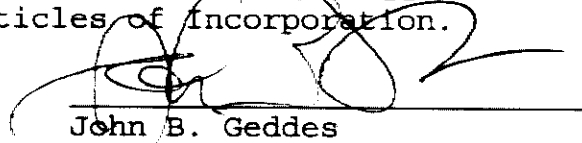


NOTARY PUBLIC

Commission Expires: 9-1-99

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned hereby acknowledges appointment as registered agent in the above Articles of Incorporation.



John B. Geddes

**JOHN B. GEDDES, P.A.**  
**Attorney at Law**

1424 Sherman Ave., Suite #200  
Coeur d'Alene, ID 83814

Licensed in Idaho & Washington

Telephone (208) 667-0700  
Fax (208) 667-1164

January 15, 1999

Secretary of State  
Corporations Division  
P.O. Box 83702  
Boise, ID 83720-0080

RE: Waiver of any potential conflict or similarity between "American Computune, Inc." and  
"CDA Computune, Inc."

To Whom It May Concern:

This letter will serve as a waiver of any conflict or potential similarity between the above  
referenced Idaho corporations based on the fact that I am the incorporator of both entities and  
they are related.

Very Truly Yours

  
John B. Geddes

99 JAN 19 AM 9:02  
STATE OF IDAHO