

CERTIFICATE OF INCORPORATION  
OF

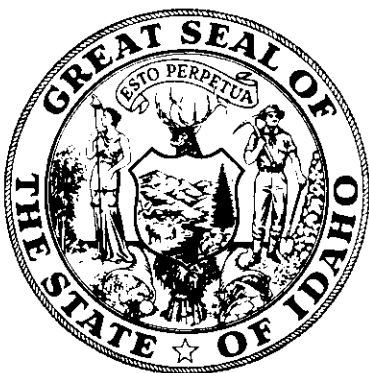
MOBIUS CORPORATION

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 MOBIUS 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: **September 13, 1984**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

JUL 17 1960  
STATE

ARTICLES OF INCORPORATION  
OF  
MOBIUS CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a citizen of the United States, and being of legal age, have this day voluntarily associated myself for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and for the purpose I do hereby certify as follows:

ARTICLE I

That the name of this corporation shall be: MOBIUS CORPORATION

ARTICLE II

That the term of the existence of this corporation shall be perpetual.

ARTICLE III

That the registered office of this corporation is 1928 Malibu, Idaho Falls, Idaho, 83401. The Registered Agent for this corporation in the State of Idaho is John F. Piccolo who resides at 1928 Malibu, Idaho Falls Idaho, 83401.

ARTICLE IV

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in the State of Idaho and any other state, territory or country, any and every of the things herein set forth to the same extent as natural persons might or could do, but this corporation shall have the authority to perform such acts as are necessary or proper to accomplish its

purposes and which are not repugnant to law, in furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and we do hereby expressly provide that the corporation shall have power:

A. To design, manufacture and sell electronic equipment and to provide engineering support services to the purchasers of that equipment.

B. To buy, sell, own and manage real property of every kind and character and do all lawful things in regard thereto;

C. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation;

D. To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal and real property of every kind and character, debts, dues and demands, or choses in action, and each and every kind of personal property, evidence of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has theretofore been issued to a stockholder;

E. To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness to secure payment thereof or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise;

F. To own, hold, lease or sublet, or to conduct on its own account for any person, firm, association or corporation, all

and every kind of merchandise, business or pursuit, necessary or proper to carry on an account of the business of said corporation;

G. To build, repair, reconstruct, locate or relocate any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of said corporation;

H. To also have, in addition to said foregoing powers, all authority, powers and rights granted by the laws of the state of Idaho and any amendments thereof;

I. To enter into any sort of partnership with any person, corporate or otherwise, and to guarantee the contract, debt, obligation or liability of any person, corporate or otherwise;

J. To do and perform every act and thing necessary to carry out the above enumerated purposes, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character.

#### ARTICLE V

The number of Directors of this corporation shall be three (3); except that in all cases where all of the shares of the corporation are owned beneficially and of record by one (1) or two (2) shareholders, the number of Directors may be less than three (3), but not less than the number of stockholders. The initial Board of Directors shall be composed of one, Robert G. Staker, President, 20143 Laurel Hill Way, Germantown, Maryland, 20874.

#### ARTICLE VI

The total number of shares of stock which the corporation shall have the authority to issue shall be fifty thousand (50,000) shares of common stock of the no-par value the only capitalization of this corporation. Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable. Said shares shall not have preemptive rights.

In all elections for Directors of this corporation, every Shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him for as many persons as are Directors to be elected or to cumulate his said shares and give any one candidate as many votes as the number of Directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principle among as many candidates as he shall think fit, and such Directors shall not be elected in any other manner.

#### ARTICLE VII

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm, or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested

#### ARTICLE VIII

Any director of the Corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a director.

#### ARTICLE IX

The Shareholders of the Corporation shall have the power to include in the By-Laws a Buy and Sell Agreement adopted by a two-thirds majority of the Shareholders of the Corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its Shareholders, or any regulatory or restrictive provision regarding the disposition of the outstanding stock in the event of the death of any of its Shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

#### ARTICLE X.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of carrying on any business which the Corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its stock owned and held by any such Stockholder as should desire to sell, transfer, or otherwise dispose of his stock in accordance with the Buy and Sell Agreement and By-Laws adopted by the Stockholders of the Corporation setting forth the terms and conditions of such purchase, provided, however, the capital of the Corporation

is not impaired.

C. At its option, to purchase and acquire the stock owned and held by any Stockholder who dies, in accordance with the Buy and Sell Agreement and By-Laws adopted by the Stockholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of the Corporation is not impaired.

D. To enter into, for the benefit of its employees, one or more of the following: (i) a pension plan, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a restricted stock option plan, or (vi) other retirement or incentive compensation plans.

#### ARTICLE XI

The amount of common stock actually subscribed is one (1) share by the person whose name, post office address and amounts subscribed are herein set forth:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Robert G. Staker Incorporated	20143 Laurel Hill Way Germantown, MD 20874	One

#### ARTICLE XII

The private property of the Shareholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, except every Shareholder is individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock made by him as provided in Section 30-124, Idaho Code, Annotated, and as such may be amended.

#### ARTICLE XIII

The corporation reserves the right to amend, endorse, or repeal any provision contained in these Articles of Incorporation,

in the manner now or hereafter prescribed by law, by a majority vote of the Share holders represented in person or by proxy at any annual meeting of the Shareholders or at any special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

ARTICLE IX

The incorporator of Mobius Corporation is Robert G. Staker, 20143 Laurel Hill Way, Germantown, Maryland, 20874.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the 10th day of July, 1984.


  
ROBERT G. STAKER



STATE OF MARYLAND )  
 ) SS.  
County of Montgomery )

On this 10th Day of July, 1984, before me, A Notary Public in and for said State, personally appeared ROBERT G. STAKER known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in the certificate first above written.

  
Notary Public for Maryland  
Residing at Gaithersburg, Maryland

CAROL ANN SJOSTEDT  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires July 1, 1986