



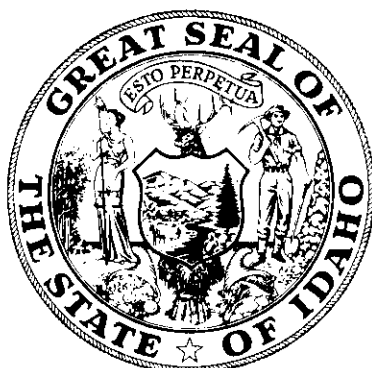
CERTIFICATE OF AUTHORITY
OF

BASIC FOUR CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BASIC FOUR CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to BASIC FOUR CORPORATION to transact business in this State under the name BASIC FOUR CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated November 26, 19 79



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

FILED
NOV 24 8 24 AM
11/26/79 9:00
SECRETARY OF STATE

1. The name of the corporation is BASIC FOUR CORPORATION
2. *The name which it shall use in Idaho is BASIC FOUR CORPORATION
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is June 7, 1966 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
The manufacturing and marketing of information processing equipment.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
"See attached list"		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
250	Common	NONE

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
150	Common	NONE

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October 23, _____, 19 79

BASIC FOUR CORPORATION

By

T. J. Smith

T. J. Smith Its _____ President

and

Robert W. Berend

Robert W. Berend Its _____ Secretary

STATE OF NEW YORK)

COUNTY OF NEW YORK) ss:

I, Espera Taft, a notary public, do hereby certify that on this 23rd day of October, 19 79, personally appeared before me T. J. Smith, who being by me first duly sworn, declared that he is the President of BASIC FOUR CORPORATION

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Espera Taft
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

ESPERA TAFT
Notary Public, State of New York
No. 51-5926075
Qualified in New York County
Commission Expires March 30, 1981

<u>Name</u>	<u>Street and Number</u>	<u>City and State</u>	<u>Term Expires</u>
James G. Hellmuth	1105 Park Ave.	New York, N.Y. 10028	2/ */82
Raymond P. Kurshan	849 Bryant St.	Woodmere, N.Y. 11598	2/ */82
Gerald E. Veltmann	7628 Delmonte	Houston, Tex. 77042	2/ */82
Robert W. Berend	132 E. 35th St.	New York, N.Y. 10016	2/ */81
Charles F. Trayes	190 First St., Apt. 3L	Mineola, N.Y. 11501	2/ */81
Aaron Wildavsky	4400 Sequoyah Rd.	Oakland, Calif. 94605	2/ */81
Arthur J. Loose	19 Cedar Waxwing Rd.	Hilton Head Is., S.C. 29928	2/21/80
Gerald Rosenberg	5 Charcoal Hill Rd.	Westport, Conn. 06889	2/21/80
Luther A. Schwalm	1112 Hagys Ford Rd.	Narberth, Pa. 19071	2/21/80
John E. McConnaughey, Jr.	190 Long Neck Point Rd.	Darien, Conn. 06820	2/21/80
Theodore J. Smith	1821 Lakecrest Circle	Santa Ana, Calif. 92705	2/21/80

"Indicates that the date of the annual meeting for years 1981 and 1982 at which directors will be elected has not been determined.

Exhibit C

<u>Name</u>	<u>Street and Number</u>	<u>City and State</u>	<u>Title</u>	<u>Term of Office Expires</u>
Theodore J. Smith	1821 Lakecrest Circle	Santa Ana, Calif., 92705	President	2/21/80
Thomas O. Harbison	41 Bayberry Lane	Westport, Conn., 06880	Group Vice President	2/21/80
Carl Jeremias	8 Malibu Circle	Corona del Mar, Calif., 92625	Senior Vice President	2/21/80
Daniel R. Kail	105 North Avenue	Westport, Conn., 06880	Senior Vice President	2/21/80
Howard B. Emerson	757 Domingo Drive, Apt. A	Newport Beach, Calif., 92660	Vice President	2/21/80
Robert Emmons	1306 Old Fallston Road	Fallston, Maryland 21047	Vice President	2/21/80
Edward B. Favvre	1 Lasenda Three Arch Bay	South Laguna, Calif., 92651	Vice President	2/21/80
J. Allan Haynie	2302 Colonial Ct.	Missouri City, Tex., 77459	Vice President	2/21/80
Robert V. Hery	5145 Buckboard Lane	Laguna Hills, Calif., 92653	Vice President	2/21/80
Norman L. Kreuder	456 Orion Way	Newport Beach, Calif., 92663	Vice President	2/21/80
Philip A. Rice	12141 Guston Street	No. Hollywood, Calif., 91100	Vice President	2/21/80
James P. Scheer	Rte. 24, R.D. #2	Chester, New Jersey 07060	Vice President	2/21/80
Walter N. Schramm	1321 Treasure Lane	Santa Ana, Calif., 92705	Vice President	2/21/80
David C. Seigle	14652 Westfall	Tustin, Calif., 92680	Vice President	2/21/80
Mark S. St. Clare	24316 Hillview Drive	Laguna Beach, Calif., 92677	Vice President and Controller	2/21/80
Robert W. Berend	132 W. 35th Street	New York, New York 10016	Secretary	2/21/80
Thomas J. Carney	The Aspens, 3301 South Bear Street	Santa Ana, Calif., 92704	Vice President	2/21/80
Paul C. Olin	612 Mystic Way	Laguna Beach, Calif., 92651	Vice President	2/21/80
Peter Reilly	24702 Via San Fernando	Mission Viejo, Calif., 92692	Vice President	2/21/80

CERTIFICATE OF MERGER
OF
WORDSTREAM CORPORATION and
WORDSTREAM PRODUCTS CORPORATION
INTO
BASIC FOUR CORPORATION

79 NOV 16 AM 8 25
SECRETARY OF
STATE

The undersigned corporation
DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each
of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Basic Four Corporation	Delaware
Wordstream Corporation	New York
Wordstream Products Corporation	Delaware

SECOND: That an agreement of merger between the parties
to the merger has been approved, adopted, certified, executed and
acknowledged by each of the constituent corporations in accordance
with the requirements of subsection (c) of section 252 of the Gen-
eral Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the mer-
ger is Basic Four Corporation, a Delaware corporation.

FOURTH: That the certificate of incorporation of Basic
Four Corporation, a Delaware corporation, shall be the certificate
of incorporation of the surviving corporation.

FIFTH: That the executed agreement of merger is on file
at the principal place of business of the surviving corporation.
The address of said principal place of business is 14101 Myford
Road, Tustin, California 92680.

SIXTH: That a copy of the agreement of merger will be
furnished on request and without cost to any stockholder of any con-
stituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share or statement that shares are without par value</u>
Wordstream Corporation	Common Stock	500	No par value

EIGHTH: This Certificate of Merger shall be effective on October 1, 1979.

Dated: September 25, 1979

BASIC FOUR CORPORATION

By: Theodore J. Smith
Theodore J. Smith, President

ATTEST:

By: Robert W. Berend
Robert W. Berend, Secretary



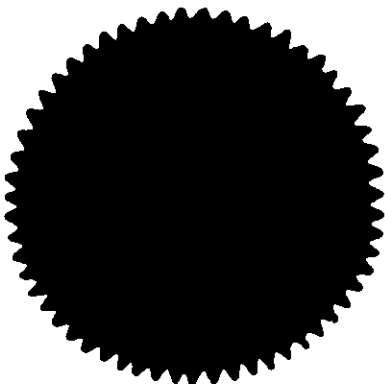
State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
 Certificate of Merger of the "WORDSTREAM CORPORATION", a corporation organized and
 existing under the laws of the State of New York and "Wordstream Products Corporation",
 a corporation organized and existing under the laws of the State of Delaware, merging
 with and into "BASIC FOUR CORPORATION", a corporation organized and existing under the
 laws of the State of Delaware, under the name of "BASIC FOUR CORPORATION", as received
 and filed in this office the first day of October, A.D. 1979, at 10 o'clock A.M.

And I do hereby further certify that the saforesaid Corporation shall be
 governed by the laws of the State of Delaware.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this eighth *day*
of November *in the year of our Lord*
one thousand nine hundred and seventy-nine



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

CERTIFICATE OF INCORPORATION

OF

DATA EQUIPMENT CORPORATION

*** * * * ***

FIRST. The name of the corporation is

DATA EQUIPMENT CORPORATION

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To operate, repair, reconditioning and manufacturing facilities for electric, electronic, electro-mechanical and mechanical data processing equipment and devices; to engage in the business of designing, developing, manufacturing, assembling, repairing, reconditioning, using, purchasing, selling and leasing electric, electronic, electro-mechanical and mechanical equipment and devices related to or useful in connection with data processing and computer systems or otherwise; furnishing maintenance service with respect to computer and data processing equipment, maintaining statistical records; providing consulting services with respect to the design, installation and operation of electronic

and tabulating card data processing and computer systems and procedures; providing management and technical consulting services; designing, developing, using, manufacturing, purchasing, selling and leasing any and all other types of equipment and machinery; operating data processing centers; carrying on research activities in connection with any or all of the foregoing; and in general to do any and all things necessary or desirable relating to the maintenance of records or the employment of equipment and machinery in connection therewith.

To manufacture, produce, prepare, buy, sell, deal in, trade in, lease, import, export and otherwise dispose of agricultural, industrial and all other commodities, raw materials and finished products of every kind, and tangible and intangible property, including choses in action of every description.

To carry out all or any part of the foregoing purposes, either alone or in association with any individuals, associations, partnerships or corporations, and in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and

vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

3
FOURTH. The total number of shares of stock which the corporation shall have authority to issue is two hundred fifty (250) without par value.

No stockholder of this corporation shall by reason of his holding shares of any class have any pre-emptive or preferential right to purchase or subscribe to any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the board of directors, in its discretion from time to time may grant and at such price as the board of directors in its discretion may fix; and the board of directors may issue shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing stockholders of any class.

FIFTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
S. H. Livesay	Wilmington, Delaware
F. J. Obara, Jr.	Wilmington, Delaware
A. D. Grier	Wilmington, Delaware

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH. In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such

other corporation, firm, association or partnership.

ELEVENTH. The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

TWELFTH. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

~~THIRTEENTH~~. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this
3rd day of June A.D. 1966.

S. H. Livesay _____ (SEAL)

F. J. Obara, Jr. _____ (SEAL)

A. D. Grier _____ (SEAL)

STATE OF DELAWARE

COUNTY OF NEW CASTLE

} ss:

BE IT REMEMBERED that on this 3rd day of June
A.D. 1966, personally came before me, a Notary
Public for the State of Delaware, S. H. Livesay, F. J. Obara,
Jr. and A. D. Grier all of the parties to the
foregoing certificate of incorporation, known to me per-
sonally to be such, and severally acknowledged the said cer-
tificate to be the act and deed of the signers respectively
and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and
year aforesaid.

A. DANA ATWELL
NOTARY PUBLIC
APPOINTED OCT. 29, 1965
STATE OF DELAWARE
TERM TWO YEARS

A. Dana Atwell
Notary Public

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
DATA EQUIPMENT CORPORATION

* * * * *

DATA EQUIPMENT CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of DATA EQUIPMENT CORPORATION be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is BASIC FOUR CORPORATION".

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of The General Corporation Law of the State of Delaware.

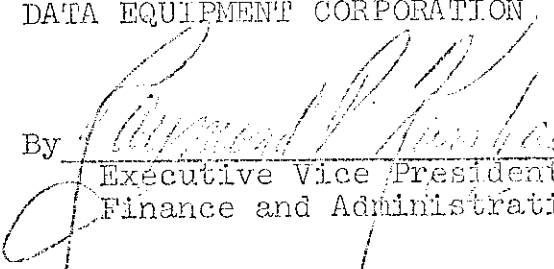
THIRD: That the aforesaid amendment was duly adopted in

accordance with the applicable provisions of Section 242 and 228 of The General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said DATA EQUIPMENT CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by Raymond P. Kurshan, its Executive Vice President, Finance and Administration and attested by Robert W. Berend, its Secretary, this 3rd day of May, 1971.

DATA EQUIPMENT CORPORATION

By


Executive Vice President,
Finance and Administration

[CORPORATE SEAL]

ATTEST:

By


Secretary

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 3rd day of May, 1971, personally came before me, a Notary Public in and for the County and State aforesaid, Raymond P. Kurshan, Executive Vice President, Finance and Administration of DATA EQUIPMENT CORPORATION, a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Executive Vice President, Finance and Administration of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



Notary Public

NOTARIAL
[SEAL]

ESPERA TAFT
NOTARY PUBLIC, State of New York
No. 31-3026075
Qualified in New York County
Commission Expires March 30, 1973

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BASIC FOUR CORPORATION

* * * * *

BASIC FOUR CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of BASIC FOUR CORPORATION be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is BASIC/FOUR Corporation."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of The General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said BASIC FOUR CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by Douglas K. Baker its President and attested by Robert W. Berend its Secretary, this 9th day of July, 1971.

BASIC FOUR CORPORATION

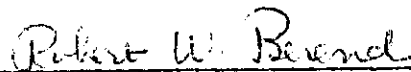
By


PRESIDENT

(CORPORATE SEAL)

ATTEST:

By



SECRETARY

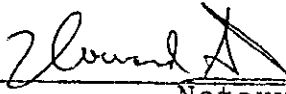
STATE OF NEW YORK }
COUNTY OF NEW YORK } SS:

BE IT REMEMBERED that on this 9th day of July 1971, personally came before me, a Notary Public in and for the County and State aforesaid,

of BASIC FOUR CORPORATION, a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(~~SEAL~~) NOTARIAL SEAL



Notary Public
HOWARD A. JAFFE
NOTARY PUBLIC, State of New York
No. 30-1949300
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1973

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BASIC/FOUR CORPORATION
UNDER SECTION 242 OF THE
GENERAL CORPORATION LAW

WE, THE UNDERSIGNED, Richard J. Schineller and Robert W. Berend being respectively the Chairman of the Board and the Secretary of BASIC/FOUR CORPORATION hereby certify:

1. The name of the corporation is BASIC/FOUR CORPORATION.
2. The Certificate of Incorporation of said corporation was filed by the Department of State on the 7th day of June, 1966 under the name of DATA EQUIPMENT CORPORATION.

3. A certificate of Amendment of the Certificate of Incorporation changing the corporation's name to BASIC/FOUR CORPORATION was filed by the Department of State on May 11, 1971.

4. (a) The Certificate of Incorporation is hereby amended to change the name of the corporation to BASIC FOUR CORPORATION.

(b) To effect the foregoing, Article "FIRST" relating to the name of the corporation is hereby amended to read as follows:

"FIRST: The name of the corporation is
BASIC FOUR CORPORATION."

5. Such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by unanimous consent of the sole stockholder of the Corporation on August 10, 1978.

IN WITNESS WHEREOF, we have signed this certificate on the 14th day of August, 1978.

BY: Richard J. Schineller
Chairman of the Board

ATTEST:

Robert W. Berend
Secretary

STATE OF DELAWARE
OFFICE OF SECRETARY OF STATE

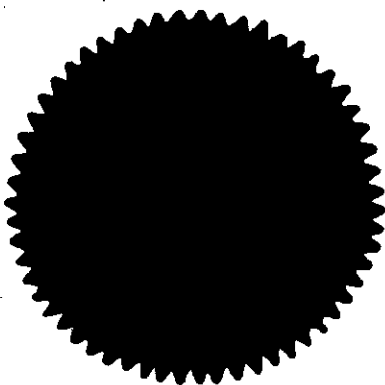
I, GLENN C. KENTON, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing pages numbered from 1 to 11, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "DATA EQUIPMENT CORPORATION", as received and filed in this office the seventh day of June, A.D. 1966, at 10 o'clock A.M.

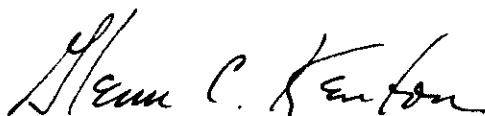
And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "DATA EQUIPMENT CORPORATION", as received and filed in this office the eleventh day of May, A.D. 1971, at 10 o'clock A.M.

And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "BASIC FOUR CORPORATION", as received and filed in this office the fourteenth day of July, A.D. 1971, at 10 o'clock A.M.

And I do hereby further certify that the above and foregoing page numbered 1, is a true and correct copy of Certificate of Amendment of the "BASIC/FOUR Corporation", as received and filed in this office the seventeenth day of August, A.D. 1978, at 10 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and official seal at Dover this twenty-first
day of September in the year of our Lord one
thousand nine hundred and seventy-nine.





Glenn C. Kenton, Secretary of State