

State of Idaho

Department of State

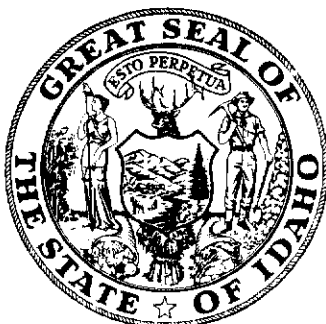
CERTIFICATE OF INCORPORATION OF

INLAND TECHNOLOGY OF IDAHO TRAINING CENTER, INC.
File number C 118804

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: March 24, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davies*

**ARTICLES OF INCORPORATION
OF
INLAND TECHNOLOGY OF IDAHO TRAINING CENTER, INC.**

AN IDAHO BUSINESS CORPORATION

Pursuant to the provisions of the Idaho Business Corporations Act, the undersigned incorporator adopts the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION. The name of the corporation is INLAND TECHNOLOGY OF IDAHO TRAINING CENTER, INC.

ARTICLE II

AUTHORIZED SHARES. The aggregate number of shares that the corporation shall have authority to issue is 100,000 shares of common stock. The par value for each such share of stock is: No Par Value.

ARTICLE III

REGISTERED OFFICE AND AGENT. The address of the initial registered office of the corporation is 8884 N. Government Way, Suite D, P.O. Box 1390, Hayden, Idaho 83835-1390, and the name of the initial registered agent of the corporation at that office is Richard K. Kuck, Attorney at Law.

ARTICLE IV

INCORPORATORS. The name and address of the incorporator is:

1. Richard K. Kuck, Attorney at Law, 8884 N. Government Way, Suite D, P.O.Box 1390, Hayden, Idaho 83835-1390.

ARTICLE V

BOARD OF DIRECTORS--DESIGNATION OF INITIAL DIRECTORS

INITIAL BOARD OF DIRECTORS. The names and addresses of the initial board of directors of the corporation are:

1. Mr. William H. Blair, 293 West Hanley Avenue, Coeur d'Alene, Idaho 83814

IDAHO SECRETARY OF STATE
DATE 03/03/1997
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2. Mr. Charles R. Russell, II , 293 West Hanley Avenue, Coeur d'Alene, Idaho 83814.

ARTICLE VI

BOARD OF DIRECTORS' LIABILITY. No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for any act or omission as a director; provided that this article shall not eliminate the liability of a director for any act or omission for which elimination of liability is not permitted under the Idaho Corporation Act. No amendment to or repeal of this article shall apply to or have any effect on the liability of any director of the corporation for any act or omission that occurs prior to the effective date of such amendment or repeal. No amendment to the Idaho Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director of the corporation for any act or omission that occurs prior to the effective date of such amendment.

ARTICLE VII

BOARD OF DIRECTORS VACANCIES. Prior to the formal adoption of Bylaws for the corporation by the Directors as designated herein, any vacancy occurring in the board of directors, including any vacancy resulting from an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, even if the number of directors remaining is less than a quorum of the board of directors, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office, if any. Following the adoption of Bylaws of the corporation the provisions of the Bylaws concerning the election of Directors shall control and have priority over this Article.

ARTICLE VII

PURPOSE. The purpose of this corporation is to provide instruction and training in the use and operation of computers, peripherals, related hardware, software, online services and other high and/or emerging technologies, independently and in conjunction with other individuals and businesses, including Inland Technology of Idaho, Inc. and Inland Technology of Arizona, Inc., and to engage in any other lawful purpose for which corporations may be established under the laws of the State of Idaho.

DATED this 19 day of March, 1997.

INLAND TECHNOLOGY OF IDAHO TRAINING CENTER, INC.

By: 

Richard K. Kuck,
Attorney for I.T.I.T.C., Inc., Incorporator