



CERTIFICATE OF INCORPORATION
OF

MICROMEDIA, INC.

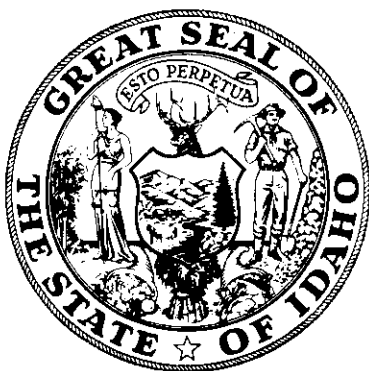
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

MICROMEDIA, 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: June 18, 1984.



SECRETARY OF STATE

by: _____

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2 34 JUN 18 PM 4 04 ARTICLES OF INCORPORATION
3 OF
4 MICROMEDIA, INC.

5 SECRETARY OF
6 STATE

7 The undersigned hereby establishes a general business
8 corporation under the provisions of the Idaho Business Corpora-
9 tion Act and adopts the following charter:

10 1. The name of the corporation is Micromedia, Inc.

11 2. The corporation shall commence on June 18, 1984,
12 and the period of its duration is perpetual.

13 3. The purposes for which the corporation is organized
14 include the transaction of any and all lawful business, includ-
15 ing, but not limited to, the operation of a computer software
16 development company.

17 4. The address of the initial registered office is 600
18 S. 9th, Boise Idaho 83702, and the name of its original regis-
19 tered agent at such address is Scott Bigler.

20 5. The name and address of the initial persons who are
21 to serve as director until the first annual meeting of share-
22 holders or until their successors are elected and shall qualify
23 are as follows:

24 Scott Bigler
25 600 S. 9th
26 Boise, Idaho 83702

27 George Williams
28 600 S. 9th
Boise, Idaho 83702

LaMarr Heyrend
6003 Overland
Boise, Idaho 83705

1 Kenneth O. Kreis
2 2399 S. Orchard
3 Suite 202
4 Boise, Idaho 83705

5 6. The Board of Directors shall consist of one or more
6 shareholders of the corporation, as specified in its By-laws,
7 elected by the shareholders of the corporaiton.

8 7. Each director shall hold office until the next an-
9 nual meeting of the corporation or until his successor shall
10 have been duly elected and qualified.

11 8. The officers of the corporation shall be a presi-
12 dent, vice-president, secretary, and treasurer, and such other
13 officers as the Board of Directors shall designate from time to
14 time.

15 9 The officers of the corporation shall be elected by
16 the Board of directors and shall hold office until the next an-
17 nual meeting of the board or until their successors shall have
18 been duly elected and qualified.

19 10. The duties and powers of the officers shall be such
20 as are normal and customary to the position and as are further
21 designated by the Board of Directors.

22 11. The aggregate number of shares which the corporation
23 shall have authority to issue is 100,000 shares with such shares
24 to be divided into three classes as follows:

25 A. 20,000 shares having no par value as common voting
26 stock;

27 B. 20,000 shares having no par value as common non-
28 voting stock; and

1 C. 60,000 shares of non-cumulative preferred stock hav
2 ing no par value, which is convertible into either common voting
3 shares or common non-voting shares as the board of directors
4 may, subject to approval of the common stockholders in its dis-
5 cretion, determine. The preferred shares of stock shall receive
6 on an annual basis a specified dividend as and when declared by
7 the Board of Directors, in its discretion, prior to payment of
8 any dividends to any of the holders of common shares of stock.

9 12. The board of directors is invested with authority
10 to determine and set all respective designations, preferences,
11 and restrictions not in conflict herewith, to implement provi-
12 sions for the issuance and sale of the respective classes of
13 stock as appropriate.

14 13. The board of directors is vested with authority to
15 issue the preferred shares in series. Each series of preferred
16 shares as issued must be appropriately designated prior to such
17 issuance thereof by some distinguishing letter, number or title.
18 All shares of each series of preferred shares shall be alike in
19 every particular except as to the dates from which dividends
20 shall commence to accrue. All preferred shares shall be of e-
21 qual rank and have the same powers, preferences, and rights, and
22 shall be subject to the same qualifications, limitations and
23 restrictions, without distinction between the shares of differ-
24 ent series thereof, except only in regard to the following par-
25 ticulars, which may be different in different series:

26 (a) the annual rate or rates of dividends payable
27 on shares of such series and the dates from which such dividends
28

1 shall commence to accrue:

2 (b) the amount or amounts payable upon redemption
3 thereof and the manner in which the same may be redeemed;

4 (c) the amount or amounts payable to holders there-
5 of upon any voluntary or involuntary liquidation, dissolution,
6 or winding up of the corporation;

7 (d) the provisions of the sinking fund with respect
8 thereto;

9 (e) the terms and rates of conversion or exchange
10 thereof, if convertible or exchangeable;

11 (f) the provisions as to voting rights, if any.

12 14. It is further provided that if the stated divi-
13 dends and amounts payable on liquidation are not paid in full,
14 the shares of all series of the preferred shares shall share
15 ratably in the payment of dividends including the accumulations,
16 if any, in accordance with the sums which would be payable on
17 such shares if all dividends required to be paid in full were
18 paid, and distribution of the assets other than by way of divi-
19 dends in accordance with the sums which would be payable upon
20 distribution if all such sums payable were discharged in full.
21 The designation of each particular series of preferred shares
22 and its terms in respect to the foregoing particulars shall be
23 fixed and determined by the board of directors in any manner
24 permitted by law and stated in the resolution or resolutions
25 providing for the issuance of such shares adopted by the board
26 of directors pursuant to the authority hereby invested in it,
27 prior to any shares of such series being issued and which shall
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1 be set forth in full or summarized on the certificates of such
2 series or in an attached statement in accord therewith. The
3 board of directors may from time to time increase the number of
4 shares of any series of preferred shares already created by pro-
5 viding that any unissued preferred shares shall constitute part
6 of such series or may decrease (but not below the number of
7 shares thereof then outstanding) the number of shares of any
8 series of preferred shares already created by providing that any
9 unissued shares previously assigned to such series shall no
10 longer constitute part thereof. The board of directors is here-
11 by empowered to classify or reclassify any unissued preferred
12 shares by fixing or altering the terms thereof in respect to the
13 above mentioned particulars and by assigning the same to any
14 existing or newly created series from time to time before the
15 issuance of such shares.

16 15. The board of directors is also authorized, in its
17 discretion, to fix by resolution the requirements for converti-
18 bility of the preferred non-cumulative shares into common voting
19 shares or common non-voting shares.

20 16. The corporation is authorized to redeem the non-
21 cumulative preferred shares that are issued and is further au-
22 thorized to establish a sinking fund for the redemption of
23 shares of such preferred stock to be set aside from the funds
24 legally available for the redemption of such shares in amounts
25 and at times to be determined by the board of directors in their
26 discretion. The corporation may redeem preferred shares from
27 funds set aside in the sinking fund at the price per share es
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2 established pursuant to a fixed formula by the board of directors
3 for such number of shares as can be purchased from the sums a-
4 vailable in the sinking fund on an annual basis, at a price not
5 to exceed the value set by the board of directors for the no par
6 valuation of the stock, plus accrued dividends thereon. Redemp-
7 tion may be made of the whole or any part of the outstanding
8 shares of any one or more series in the discretion of the board
9 of directors. If the redemption be a part of a series, the
10 shares to be redeemed may be selected by lot, or all the shares
11 in such series may be redeemed prorata, in such manner as may be
12 prescribed by resolution of the board of directors.

13 17. The holders of preferred shares shall not be en-
14 titled to vote in any proceedings for merger or consolidation,
15 for voluntary dissolution, for change of names, for the election
16 of directors, or in any other proceeding or upon any matter or
17 question at any shareholders meeting except as some provision of
18 law may expressly confer a right to vote regardless of any pro-
19 visions to the contrary in the articles of incorporation or oth-
20 er certificate filed pursuant to law.

21 18. Within a reasonable time after liquidation, disso-
22 lution or distribution of assets not in the ordinary course of
23 business of the corporation, holders of preferred shares shall
24 be paid the value of their shares as fixed for the amount of
25 consideration as determined by the board of directors before any
26 amount shall be payable to the holders of the common shares, and
27 after the payment of the amount so fixed to the holders of such
28 preferred shares, the balance of the assets and funds of the

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2 corporation shall be distributed only among the holders of the
3 common shares.

4 19. Shares shall be voted only by the holder of record
5 or another shareholder of the corporation in accordance with a
6 written proxy executed by a holder of record.

7 20. The shares of the corporation held by a deceased or
8 retired shareholder shall be either redeemed or cancelled by the
9 corporation, or transferred to another shareholder within six
10 months after the date of death or retirement. Shares shall not
11 be transferred to non-shareholders without first being offered
12 at their fair market value to the remaining shareholders of the
13 corporation. Shares not so redeemed or transferred within the
14 required period of time shall be cancelled at the end of such
15 period.

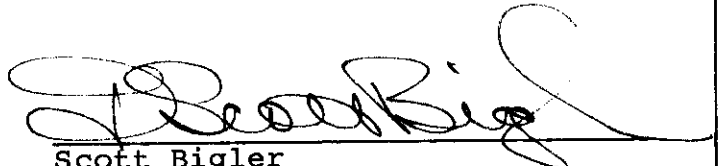
16 21. The name and address of the incorporator is as fol-
17 lows:

18
19 Scott Bigler
20 600 S. 9th
Boise, Idaho 83702

21 The undersigned applies to the State of Idaho, by vir-
22 tue of the laws of the land, for a charter for the purposes and
23 with the powers, etc., declared in the foregoing instrument.

24 DATED this 18th day of June, 1984.
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1 DATED this 18th day of June, 1984.

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3
4 
5 Scott Bigler

6 STATE OF IDAHO)
7) ss.
8 County of Ada)

9 On this 18th day of June, 1984, before me, the under-
10 signed, a Notary Public in and for said state, personally ap-
11 peared Scott Bigler, known to me to be the person whose name is
12 subscribed to the within and foregoing instrument, and acknowl-
13 edged to me that he executed the same.

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

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19 
20 Notary Public for Idaho
21 Residing at Boise, Idaho
22
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