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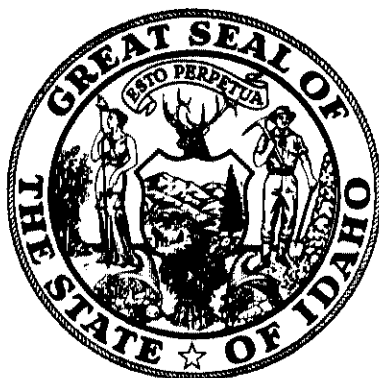
CERTIFICATE OF INCORPORATION
OF

BINARY ARTS, 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 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: February 11, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION
OF
BINARY ARTS INC.

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SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as now in effect or as may hereafter be amended, do hereby certify as follows:

ARTICLE I

The name of the corporation is:

BINARY ARTS, INC.

ARTICLE II

The objects and purposes for which this corporation is organized and the powers of such corporation are as follows:

1. To transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to the purposes and powers hereinafter set forth.
2. To deal in contracts with other corporations, individuals and government entities in the pursuit of profit. To act as a association of professionals to offer their services to other corporations, individuals and government entities.
3. To borrow money and to pledge, mortgage or hypothecate corporation property, or in any way or manner secure the payment of the same.
4. To lend money on personalty, realty or interests therein and to otherwise deal in any way or manner whatsoever in tangible or intangible property interests.
5. To acquire, purchase, sell, sub-contract or otherwise deal in contracts. To acquire, purchase, sell, and hold both personal property and real property in the corporation name.
6. To secure contracts to write computer software and own title to software written in the corporations name. To design computer systems and training materials and to own the rights to such in the corporation's name.

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7. To hire individuals and contract with other corporations, individuals and government entities to provide services to the public or to government entities or to this corporation.

8. To conduct business in this state, District of Columbia, territories and colonies of the United States and foreign countries or territories, and to maintain one or more places of business outside this state, and to receive, purchase, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in and with any real or personal property or any interest therein, either within or outside of the State of Idaho, reasonable calculated to promote the purposes hereinafter stated to this corporation.

9. To acquire the operating name, goodwill, property rights, and the whole or any part of any estate, tangible or intangible, or of any business, and to assume the liabilities of any person, firm, association, corporation or other business organization and pay for said good will, property rights, and assets in cash and the stock of this company, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities or the transfer thereof, and to hold in any manner or dispose of all or any part of the property so acquired.

10. To conduct in any lawful manner the whole or any part of the powers necessary and expedient in and about the conduct and management of such business or businesses, directly or indirectly related to the purposes and objects of this corporation, or though not se connected, to preserve or protect the assets of this corporation.

11. To purchase insofar as the same as may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue, shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

12. To have exercise, enjoin and participate in all powers now or hereafter granted to corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by Chapter I, Title 30, Idaho Code, including any future amendments thereto.

13. To do all things which a natural person might do, it being expressly provided that the aforesaid enumeration of purpose shall not be construed to be limitations upon the powers and purposes of this corporation.

ARTICLE III

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This corporation shall have perpetual existence. The corporation can be dissolved by the majority of the shareholders of record entitled to vote as outlined in Chapter I, Title 30-1-84, Idaho Code, and any future amendments thereto.

2504 Redway Rd

ARTICLE IV

The address[↑] of the initial registered office of the corporation shall be ~~P.O. Box 2315~~, Boise, Idaho 83704, and the name of its initial registered agent at such same address is Jerry H. Morelan.

ARTICLE V

The shares of stock to be issued by the corporation shall consist of two classes of stock.

The common stock shall have a par value of \$0.10 (ten cents). The aggregate number of common shares which the corporation is authorized to issue shall be 5,000,000 shares. The common stock shares will have full rights in such corporation and will be voting stock.

At least 50% of the common stock issued shall be minority owned. Minority owned is defined as consisting of minorities listed in the Federal non-discrimination laws.

The preferred stock shall have a par value of \$10.00 (ten dollars). The aggregate number of preferred shares which the corporation is authorized to issue shall be 100,000 shares. The preferred stock does not have voting rights. Preferred stock does not have a superior claim against assets to common stock. In the event of dissolution of this corporation, preferred stock holders of record are to be paid up to the par value (ten dollars) for their shares ahead of common stock holders from the proceeds of the dissolution. Preferred stock holders of record are entitled to a 5% cumulative dividend per annum based on preferred par value. This 5% cumulative dividend is to be paid ahead of any common stock dividends. During any calendar year starting on January 1 through December 31, if dividends are declared, the 5% cumulative preferred dividends are to be paid first, then the common share holders are entitled to receive the same amount of monies as the cumulative preferred dividends payable and then the preferred stock shall participate in any excess dividends as though the preferred shares were common stock.

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Dividend Example:

A 35¢ dividend is declared on June 28 for \$1050 (3000 X .35).

There are 3000 common shares issued and outstanding.

There are 1000 preferred shares issued and outstanding with cumulative dividends of \$750 to June 28.

	Preferred	Common
Will receive	\$750	\$300

A \$1.00 dividend is declared on June 28 for \$3000.

	Preferred	Common	
Will receive	\$750	\$750	\$1500
(\$1500 / 4000)	\$375	\$1125	\$1500

All shares of stock shall be non assessable when paid in full.

All shares are transferable on the stock records of the corporation to any individual, corporation or legal entity without restriction.

ARTICLE VI

The name and Post Office address of the organizer's and incorporators and the initial directors to serve until the first election of directors of the corporation, are as follows:

NAME	ADDRESS
Jerry Morelan	2504 Redway Road; Boise, ID 83704
Adel M. Ahmed	525 Avenue H #714; Boise, ID 83712

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ARTICLE VII

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles 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 incorporators and organizers, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, have hereunto set our hands and seals this 12th day of February 1991.

ARTICLE VIII

all expenses of the Corporation shall be approved by a 2/3 majority of the corporate officers prior to purchase. A voucher must be pre-approved by the Board of Directors before the corporation can incur an expense.

Jerry H. Morelan
Jerry H. Morelan

Adel M. Ahmed
Adel M. Ahmed