

CERTIFICATE OF INCORPORATION
OF

UNITED TECHNOLOGY, INTERNATIONAL, INC.

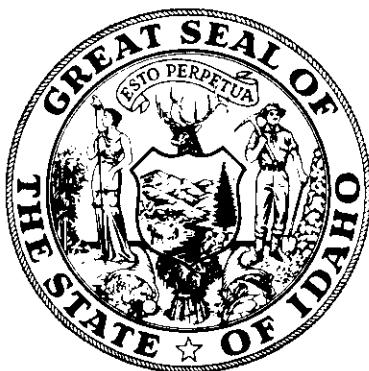
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

UNITED TECHNOLOGY, INTERNATIONAL, 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: *February 22, 1984*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Denise Dier*

VERNON K. SMITH
Attorney at Law
1900 Main Street
Boise, Idaho
Ph. 345-1125

FILED
JUN 22 4 41 PM '84
CLERK OF DISTRICT COURT
IDAHO

ARTICLES OF INCORPORATION
OF
UNITED TECHNOLOGY, INTERNATIONAL, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, natural persons of full age, and citizens of the United States, do hereby announce the creation of a private corporation under the laws of the State of Idaho, by and under the provisions of the statutes of the State of Idaho, providing for the formation of a general domestic business corporation, and do hereby certify as follows:

ARTICLE I

The name of this corporation shall be:
UNITED TECHNOLOGY, INTERNATIONAL, INC.

ARTICLE II

The general nature of the business, objects and purposes proposed to be transacted and carried on by this corporation, to the same extent as natural persons might or could do, shall be to engage in any lawful activity, including but not limited to the development and sale of domestic and foreign technology, and to enhance the promotion, sale and distribution of such modern technology.

To acquire property rights and interests of all types; to generate money for any purpose and to secure the same as needed and to create, issue, accept and negotiate bonds, mortgages, deeds of trust, bills of exchange, letters of credit, promissory notes, security agreements, security interests, or other obligations or negotiable instruments.

To employ, terminate, and in any manner acquire employment

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of persons, or to contract with independent contractors, for the purposes of effecting the objectives of this corporation.

To execute, make and enter into any contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the obligations of this corporation.

To transact any or all lawful business for which corporations may be incorporated under Title 30, Chapter 1, Idaho Code, and to exercise generally the powers customarily exercised by business corporations and particularly the powers provided by the laws of the State of Idaho, in accordance with the Idaho Code, and to do so in any State of the United States and throughout the world;

The foregoing clauses by reason of the specific enumeration of powers, shall not be held to restrict the power of this corporation to do any of the things within the purview of its general powers.

ARTICLE III

This corporation shall have a perpetual existence.

ARTICLE IV

The principal office of this corporation shall be located in the City of Boise, Ada County, State of Idaho; and Vernon K. Smith, practicing law in Boise, shall be the registered agent for this corporation in the State of Idaho at 1900 Main Street, Boise, Idaho, for any and all purposes required by law until a Board of Directors should decide otherwise.

ARTICLE V

The amount of authorized capital stock of this corporation shall be TEN THOUSAND DOLLARS (\$10,000.00) divided TEN THOUSAND

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(10,000) shares of common stock of the par value of ONE DOLLAR (\$1.00) per share.

The stock, as above mentioned, shall be of one class, namely, common stock, and shall all be voting.

Such stock once issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further payment thereon.

All shares of stock shall be issued with the understanding that any transfer of same if there is ever two or more shareholders, is restricted to the extent that any stockholder desiring to sell, assign or transfer his interest in any share or shares of stock shall first offer said share or shares of stock for sale to the other existing stockholder or holders before offering same for sale, assignment, transfer or other disposition to a non-stockholder. Said stockholders shall have a pre-emptive right to acquire same and shall have a first right of refusal before the offer of any non-stockholder can be accepted.

In the event there is more than two (2) stockholders in this corporation, and more than one stockholder should desire to accept the offer for the sale of said stock, the transferor may sell his stock to whomever of the stockholders he should so desire. If no stockholder desires to acquire said stock, then the transferor must offer it to the corporation to redeem it at a reasonable price based on a market value of its assets. There shall be no transfer of any stock, in any event, for a period of five (5) years following formation of this corporation, unless the stockholders unanimously consents.

Law Offices

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1900 Main Street

Boise, Idaho

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ARTICLE VI

The capital stock of this corporation, after the value for same has been paid in, shall not be subject to assessment to pay debts of the corporation, and no paid up stock and no stock issued as fully paid shall be assessable or assessed, at any time whatsoever.

ARTICLE VII

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

ARTICLE VIII

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.

ARTICLE IX

The Board of Directors shall consist of two (2) Directors, unless or until this number is increased or decreased as may be provided for in the By-laws of this corporation.

ARTICLE X

The Board of Directors by a majority vote shall have the power to repeal or amend the code of By-laws and to adopt a new code of By-laws.

ARTICLE XI

The name and post office address of each of the incorporators and the number of shares of stock subscribed by each are as follows:

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Boise, Idaho*

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<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Vernon K. Smith	1900 Main St. Boise, Idaho	5000
Michael J. Humphries	1900 Main St. Boise, Idaho	5000

ARTICLE XII

The names and address of the first Board of Directors
are:

Vernon K. Smith	1900 Main St. Boise, Idaho
Michael J. Humphries	1900 Main St. Boise, Idaho

IN WITNESS WHEREOF, The undersigned, being the original
subscribers to the capital stock hereinabove mentioned, do make and
file this certificate, and do hereby declare and certify that the
facts herein stated are true, and accordingly, have hereunto set
our hand this 22nd day of February, 1984.


Vernon K. Smith


M. J. Humphries


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1900 Main Street
Boise, Idaho

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STATE OF IDAHO)
 : ss
County of Ada)

THIS IS TO CERTIFY, That on this 2nd day of February, 1984, before me, a Notary Public in and for said State, personally appeared Vernon K. Smith and Michael J. Humphries, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same as their own free act and deed.

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



Notary Public for Idaho
Residing at Boise, Idaho

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