

CERTIFICATE OF INCORPORATION
OF

CAI OF IDAHO, INC.

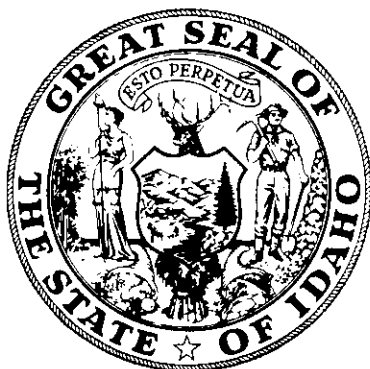
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

CAI OF IDAHO, 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: July 20, 1984



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

FOR
CAI OF IDAHO, INC.

34 JUL 20 AM 10 11

SEC. OF STATE

WE, THE UNDERSIGNED, NATURAL PERSONS OF THE AGE OF 21 YEARS OR MORE,
ACTING AS INCORPORATORS OF A CORPORATION UNDER THE IDAHO BUSINESS
CORPORATION ACT, ADOPT THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH
CORPORATION.

ARTICLE I - CORPORATE NAME.

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THE NAME OF THE CORPORATION IS CAI OF IDAHO, INC.

ARTICLE II - DURATION OF CORPORATION .

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THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

ARTICLE III - CORPORATE PURPOSES.

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THE GENERAL PURPOSES AND OBJECTS FOR WHICH THE CORPORATION IS
ORGANIZED ARE:

A. TO ENGAGE IN THE DESIGN, MANUFACTURING, MARKETING, AND
SERVICING OF EDUCATIONAL COMPUTER SOFTWARE AND FOR EQUIPMENT, SUPPLIES
AND SERVICES RELATED THERETO.

B. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A CORPORATION
MAY BE ORGANIZED UNDER THE LAWS OF THE STATE OF IDAHO.

C. THE FOREGOING CLAUSES SHALL BE CONSTRUED BOTH AS OBJECTS AND
POWERS AND SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE
GENERAL POWERS OF THE CORPORATION AND THE ENJOYMENT AND EXERCISE
THEREOF AS CONFERRED BY THE LAWS OF THE STATE OF IDAHO, AND IT IS THE
INTENTION THAT THE PURPOSES, OBJECTS AND POWERS SPECIFIED IN EACH OF THE
PARAGRAPHS OF THIS ARTICLE III SHALL BE REGARDED AS INDEPENDENT PURPOSES,
OBJECTS, AND POWERS.

ARTICLE IV - SHARES.

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THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS 5,000,000, PAR VALUE OF \$0.01 PER SHARE. ALL SHARES OF THE CORPORATION SHALL BE OF THE SAME CLASS AND SHALL HAVE THE SAME RIGHTS AND PREFERENCES. FULLY-PAID SHARES OF THE CORPORATION SHALL NOT BE LIABLE TO ANY FURTHER CALL OR ASSESSMENT.

ARTICLE V - COMMENCING BUSINESS.

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THE CORPORATION WILL NOT COMMENCE BUSINESS UNTIL CONSIDERATION OF A VALUE OF AT LEAST \$1,000 HAS BEEN RECEIVED FOR THE ISSUANCE OF SHARES.

ARTICLE VI - SHAREHOLDER RIGHTS.

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THE AUTHORIZED SHARES OF STOCK OF THE CORPORATION MAY BE ISSUED AT SUCH TIME, UPON SUCH TERMS AND CONDITIONS, AND FOR SUCH CONSIDERATION AS THE BOARD OF DIRECTORS SHALL DETERMINE. SHAREHOLDERS SHALL NOT HAVE PREEMPTIVE RIGHTS TO ACQUIRE UNISSUED SHARES OF THE STOCK OF THE CORPORATION.

ARTICLE VII - BYLAWS.

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THE DIRECTORS SHALL ADOPT BYLAWS WHICH ARE NOT INCONSISTENT WITH LAW OR THESE ARTICLES FOR THE REGULATION AND MANAGEMENT OF THE AFFAIRS OF THE CORPORATION. THE BYLAWS MAY BE AMENDED FROM TIME TO TIME OR REPEALED PURSUANT TO LAW.

ARTICLE VIII - REGISTERED OFFICE AND AGENT.

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THE ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND THE NAME OF ITS ORIGINAL REGISTERED AGENT AT SUCH ADDRESS IS:

BILL HOBBS

966 CASSIA AVENUE
IDAHO FALLS, IDAHO 83402

ARTICLE IX - DIRECTORS.

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THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS NOT FEWER THAN THREE (3) AND NOT MORE THAN FIFTEEN (15), AS DETERMINED FROM TIME TO TIME BY THE BOARD OF DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS, OR UNTIL THEIR SUCCESSORS BE ELECTED AND QUALIFY. THE INITIAL BOARD OF DIRECTORS ARE:

HAROLD L. FOX	2823 EAST 3335 SOUTH SALT LAKE CITY, UTAH 84109
DR. ORRIN M. SELMAN	3464 CLEVELAND CIRCLE SALT LAKE CITY, UTAH 84109
SHIRLEY MARIE GALLOWAY	435 EAST 2400 SOUTH SALT LAKE CITY, UTAH 84115

ARTICLE X - INCORPORATORS.

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THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

HAROLD L. FOX	2823 EAST 3335 SOUTH SALT LAKE CITY, UTAH 84109
DR. ORRIN M. SELMAN	3464 CLEVELAND CIRCLE SALT LAKE CITY, UTAH 84109
SHIRLEY MARIE GALLOWAY	435 EAST 2400 SOUTH SALT LAKE CITY, UTAH 84115

ARTICLE XI - OFFICERS' AND DIRECTORS' CONTRACTS.

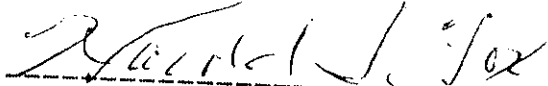
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NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ONE OR MORE OF ITS DIRECTORS OR ANY OTHER CORPORATION, FIRM, ASSOCIATION, OR ENTITY IN WHICH ONE OR MORE OF ITS DIRECTORS ARE DIRECTORS OR OFFICERS OR ARE FINANCIALLY INTERESTED, SHALL BE EITHER VOID OR VOIDABLE BECAUSE OF SUCH RELATIONSHIP OR INTEREST, OR BECAUSE SUCH DIRECTOR OR DIRECTORS ARE PRESENT AT THE MEETING OF THE BOARD OF DIRECTORS, OR A COMMITTEE THEREOF, WHICH AUTHORIZES, APPROVES OR RATIFIES SUCH CONTRACT OR TRANSACTION, OR BECAUSE HIS OR THEIR VOTES ARE COUNTED FOR SUCH PURPOSE IF: (A) THE FACT OF SUCH RELATIONSHIP OR INTEREST IS DISCLOSED OR KNOWN TO THE BOARD OF

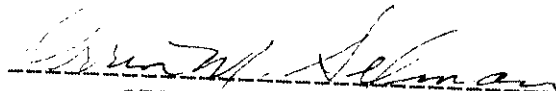
DIRECTORS OR COMMITTEE WHICH AUTHORIZES, APPROVES, OR RATIFIES THE CONTRACT OR TRANSACTION BY VOTE OR CONSENT SUFFICIENT FOR THE PURPOSE WITHOUT COUNTING THE VOTES OR CONSENTS OF SUCH INTERESTED DIRECTOR; OR (B) THE FACT OF SUCH RELATIONSHIP OR INTEREST IS DISCLOSED OR KNOWN TO THE SHAREHOLDERS ENTITLED TO VOTE AND THEY AUTHORIZE, APPROVE, OR RATIFY SUCH CONTRACT OR TRANSACTION BY VOTE OR WRITTEN CONSENT; OR (C) THE CONTRACT OR TRANSACTION IS FAIR AND REASONABLE TO THE CORPORATION.

COMMON OR INTERESTED DIRECTORS MAY BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM AT A MEETING OF THE BOARD OF DIRECTORS OR COMMITTEE THEREOF WHICH AUTHORIZES, APPROVES, OR RATIFIES SUCH CONTRACT OR TRANSACTION.

DATED THIS 16TH DAY OF JULY 1983.



HAROLD L. FOX



ORRIN M. SELMAN



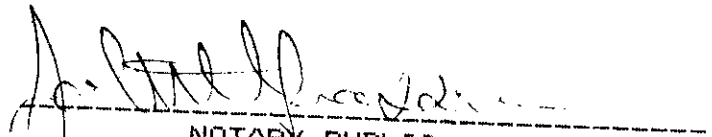
SHIRLEY MARIE GALLOWAY

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

ON THE 16TH DAY OF JULY, 1983 PERSONALLY APPEARED BEFORE ME HAROLD L. FOX, ORRIN M. SELMAN, AND SHIRLEY MARIE GALLOWAY WHO, BEING BY ME FIRST DULY SWORN, SEVERALLY DECLARED THAT THEY ARE THE PERSONS WHO SIGNED THE FOREGOING DOCUMENT AS INCORPORATORS AND THAT THE STATEMENTS THEREIN CONTAINED ARE TRUE.

MY COMMISSION EXPIRES:

November 1st 1985



NOTARY PUBLIC

RESIDING AT SALT LAKE CITY, UTAH