



Department of State.

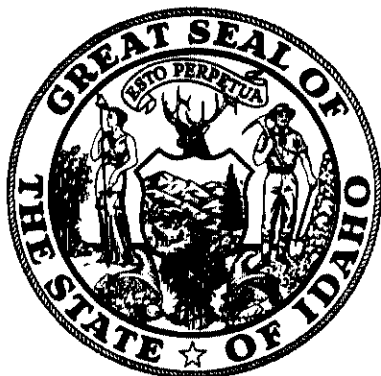
**CERTIFICATE OF INCORPORATION
OF**

VOICE TECHNOLOGY CORPORATION

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: June 06, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Sabala*

924/99

ARTICLES OF INCORPORATION

OF

Voice Technology Corporation

JUN 6 4 13 PM '90

SECRETARY OF STATE

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Idaho, by and under provisions of the Statutes of the said State of Idaho, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be:
Voice Technology Corporation

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Idaho's Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10000 shares of \$1.00 par value common stock, which should be designated "Common Shares".

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin shall be \$100.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

5147 Morris Hill Road # 127
Boise, Idaho 83707

The name of the initial registered agent of this Corporation at that address is: ROSS L. WOOD

ARTICLE VII

This Corporation shall have (1) director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are as follows:

ROSS L. WOOD	5147 Morris Hill Road #127 Boise, Idaho 83706
--------------	--

ARTICLE IX - INCORPORATORS

The names and addresses of the initial subscribers signing these Articles are as follows:

ROSS L. WOOD	5147 Morris Hill Road #127 Boise, Idaho 83706
--------------	--

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite their names:

ROSS L. WOOD	- 5100 SHARES
--------------	---------------

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to the Articles of Incorporation, on this 6 day of JUNE, ~~1989~~ 1990



STATE OF IDAHO
COUNTY OF ADA

BEFORE ME, the undersigned authority, personally appeared ROSS L. WOOD who, being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this _____ day of _____, 1989.

Notary Public, State of Idaho
My Commission Expires: