

93506



CERTIFICATE OF INCORPORATION
OF

UPPER CANADA SOFTWARE, 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: October 15, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION
OF
UPPER CANADA SOFTWARE, INC.

RECEIVED
SEC. OF STATE

The undersigned, acting as incorporator, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is UPPER CANADA SOFTWARE, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized are: To write software and documentation for sale to the public and to corporations, both in the United States and Internationally; and, for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares of common stock, all with a par value of One Hundred Twenty Dollars (\$120.00) per share.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 5280 Mile High Drive, McCall, Idaho, 83638, and the name of its initial registered agent at such address is Rhonda McKenzie.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first meeting of the shareholders, or until their successors are elected and shall qualify, are:

<u>NAME</u>	<u>ADDRESS</u>
Ron Morell	P. O. Box 7000-39 Alta Loma, CA 91701
Len Switzer	222 Monteith Avenue Stratford, Ontario, Canada N5A 2P6
Rhonda McKenzie	5280 Mile High Drive McCall, Idaho 83638

ARTICLE SEVEN

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Ron Morell	P. O. Box 7000-39 Alta Loma, CA 91701
Len Switzer	222 Monteith Avenue Stratford, Ontario, Canada N5A 2P6

DATED this 25 day of September, 1990.



RON MORELL



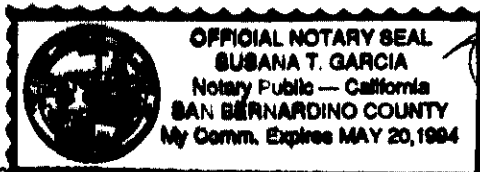
LEN SWITZER

STATE OF CALIFORNIA)

County of SAN BERNARDINO (ss.)

On this 25th day of September, 1990, before me, SUSANA T. GARCIA, a Notary Public in and for said State, personally appeared RON MORELL, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



[Signature]
NOTARY PUBLIC FOR CALIFORNIA
Residing at: 9590 TIDWELL BLVD R.C., CA.
My Commission Expires: 5-20-94

CANADA

PROVENCE OF ONTARIO)
County of PELHAM) (ss.)

On this 14th day of September, 1990, before me, CHARLES DUNPHY, a Notary Public in and for said State, PROVENCE personally appeared LEN SWITZER, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

[Signature]
NOTARY PUBLIC FOR CANADA
Residing at: STRATFORD ONTARIO
My Commission Expires: AT HER
MAJESTY'S PLEASURE

