

State of Idaho

Department of State

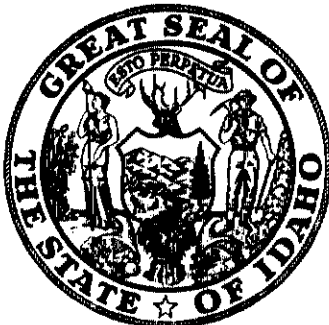
CERTIFICATE OF INCORPORATION OF

NOVATEL 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: August 11, 1993



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

**ARTICLES OF INCORPORATION OF
NOVATEL INC.**

RECEIVED
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Article 1
NAME

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The name of the corporation shall be Novatel Inc.

Article 2

Section 2.0.1 - Purpose: The corporation shall produce educational software for the purpose of licensing said software to an established software publisher, earning profits from the royalties obtained from the sale and distribution thereof.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable, or desirable for the furtherance of the corporate objectives defined above.

Section 2.0.2 - Initial Business: The corporation initially intends to engage in the business of producing to instruct high school and college level students in the area of circuit design.

Article 3

Section 3.01 - Principal Office: The corporation's principle office in the State of Idaho is located at 994 East Riverpark Lane/Boise, ID 83706. The corporation may conduct all or part of its business in any other part of the State of Idaho or elsewhere as from time to time designated by the Board of Directors, or by the Bylaws of said corporation.

Section 3.02 - REGISTERED AGENT: The Registered Agent shall be Kenneth Boorum. The office of the Registered Agent shall be 994 East Riverpark Lane/Boise, ID 83706

Article 4
CAPITAL STOCK

The corporation shall have the authority to issue one class of stock. The classification and par value of each share shall be as follows: Class A, One dollar. One thousand such shares shall be issued.

Article 5

Section 5.01 - POWERS OF BOARD OF DIRECTORS: The governing board of this corporation shall be known as Directors. The Directors need not be Stockholders of the corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting, or such other times as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution(s) passed by a majority of the whole Board, designate one or more committees which to the extent provided in said resolution(s) or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such Officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation or any article therein.

Section 5.0.2 *Number of Directors.* The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of this state.

The initial board of Directors shall consist of two in number. The name and post office of the persons who are to serve as Directors until the first annual meeting of the Stockholders, or until their successors are elected and qualified are:

Kenneth Boorum/994 East Riverpark Lane/Boise, ID 83706
Tessa Hanover/1730 High Street/Eugene, OR 97401

Article 6
INCORPORATORS

The name and post office of each incorporator signing the Articles of Incorporation is as follows:

Kenneth Boorum/994 East Riverpark Lane/Boise, ID 83706
Tessa Hanover/1730 High Street/Eugene, OR 97401

Article 7
PRIVATE PROPERTY

The private property of Shareholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

Article 8
RIGHT TO INDEMNIFICATION

The corporation shall indemnify any person made party to any action, suit, or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate is or was a Director, Office, or employee of the corporation, or of any corporation which he served in such capacity at the request of the corporation, against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense of the action, suit, or proceeding or in connection with any appeal in it. This right of indemnification shall not apply: to any action, suit, or proceeding under the Securities Act of 1933 except payment of expenses incurred in the successful defense of this action, suit, or proceeding; in relation to matters as to which the Director, Officer, or employee shall be adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation or to the corporation of which he was a Director, Officer, or employee; or in relation to matters in any such action, suit, or proceeding that are settled or compromised. The right of indemnification conferred by this article shall not restrict the power of the corporation to make any indemnification permitted by law. The right of indemnification by this article shall not be construed so as to indemnify the directors from acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; acts provided for under section 30-1-48, Idaho Code; from any transaction from which the director derived improper personal benefit.

ARTICLE 9
DURATION

The corporation shall have perpetual existence.

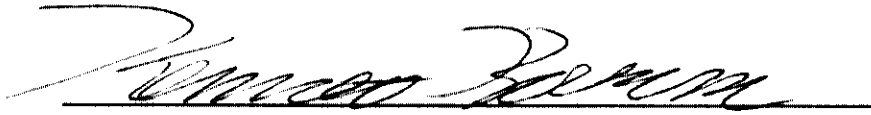
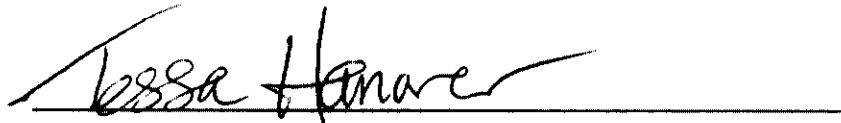
ARTICLE 10
GENDER

All references to the gender specific pronouns "he", "him", and "his" in this document shall be interpreted so as to refer to either sex.

ARTICLE 11
FISCAL YEAR AND NOTARIZATION

Section 10.01 Fiscal Year. The fiscal year of the corporation shall be from January 1 to December 31 each year.

Section 10.02 Notarization IN WITNESS THEREOF, I have set my hand, this sixth day of August 1993.

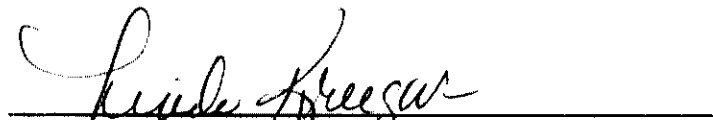



State of Idaho

County of Ada

ON THIS sixth day of August, 1993, before me, the undersigned Notary Public, personally appeared in and for the County of Ada, State of Idaho, the Incorporators whose signatures appear above, are known to me to be the persons whose names are subscribed to in the foregoing Articles of Incorporation and acknowledge that they executed the same for the purposes herein contained.

IN WITNESS THEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC

My commission Expires:

2-28-97

STATE OF IDAHO
COUNTY OF ADA
NOTARY PUBLIC
Linda Keegan
2-28-97