



CERTIFICATE OF INCORPORATION
OF

SCION CORPORATION

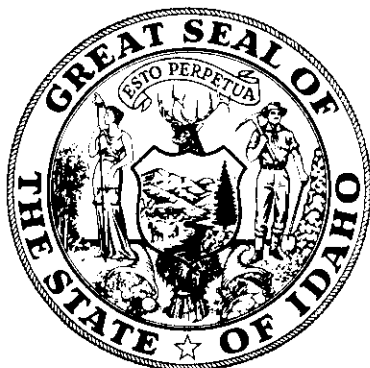
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SCION 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: *December 2, 1981*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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SECRETARY OF
STATE

ARTICLES OF CONSOLIDATION
OF DOMESTIC CORPORATIONS
INTO

SCION CORPORATION

Pursuant to the provisions of Section 30-1-77 of the Idaho Business Corporation Act, the undersigned domestic corporations adopt the following Articles of Consolidation for the purpose of consolidating two (2) wholly owned corporations into one.

ARTICLE I.

The names of the undersigned corporations and the State under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Law Office Management Systems, Inc.	Idaho
Synnamon Stick, Ltd.	Idaho

ARTICLE II.

The laws of the State of Idaho permit such corporations to consolidate.

ARTICLE III.

The name of the consolidated corporation is:

SCION CORPORATION

and it is to be governed by the laws of the State of Idaho.

ARTICLE IV.

The Articles of Incorporation, attached hereto as Exhibit "B", represents the approved Articles of Incorporation for the consolidated corporation. Said Articles of Incorporation for the consolidated corporation was approved by the members of the Boards of Directors of both corporations.

ARTICLE V.

The plan and Agreement of Consolidation attached hereto as Exhibit "A" and incorporated herein, was approved by the members of the Boards of Directors of both corporations in the manner prescribed by the Idaho Business Corporation Act, Section 30-1-72.

ARTICLE VI.

The number of outstanding shares of Law Office Management Systems, Inc. and Synnamon Stick Ltd. is 5,000 shares each. Their designation of class and series is common. The vote taken in favor of the proposed consolidation by the shareholders of each corporation was as follows:

LAW OFFICE MANAGEMENT SYSTEMS, INC.
Number of shares outstanding: 5,000
Vote taken in favor of Consolidation: 5,000
Vote against: 0
Unanimous vote in favor of consolidation

SYNNAMON STICK, LTD.
Number of shares outstanding: 5,000
Vote taken in favor of Consolidation: 5,000
Vote against: 0
Unanimous vote in favor of consolidation

ARTICLE VII.

The aggregate number of shares which the consolidated corporation, SCION CORPORATION, shall have the authority to issue is 5,000 shares of common stock, all of one class, at at par value of \$ 1.00 per share.

ARTICLE VIII.

The Plan and Agreement for Consolidation was approved by the Boards of Directors of the respective corporations in the manner prescribed by the Idaho Business Corporation Act.

Dated this December 2st , 1981.

LAW OFFICE MANAGEMENT SYSTEMS, INC.

By 
MARK D. LURIE, President

By 
LAURA R. PRZYTULA, Secretary

SYNNAMON STICK, LTD.

By 
LAURA R. PRZYTULA, President

By 
MARK D. LURIE, Secretary

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

I, Raymond B. Littlefield, a Notary Public, do hereby certify that on this 2nd day of Dec, 1981, personally appeared before me, MARK D. LURIE, who, being by me first duly sworn, declared that he is the President of LAW OFFICE MANAGEMENT SYSTEMS, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Raymond B. Littlefield
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: p.p.

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

I, Raymond B. Littlefield, a Notary Public, do hereby certify that on this 2nd day of Dec, 1981, personally appeared before me, LAURA R. PRZYTYLA, who, being by me first duly sworn, declared that she is the President of SYNNAMON STICK, LTD., that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Raymond B. Littlefield
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: p.p.

PLAN AND AGREEMENT FOR CONSOLIDATION

THIS AGREEMENT, entered into this 1st day of November, 1981, by and between LAW OFFICE MANAGEMENT SYSTEMS, INC., an Idaho corporation, and all of the members of the Board of Directors of that corporation, and SYNNAMON STICK, LTD., an Idaho corporation, and all of the members of the Board of Directors of that corporation;

W I T N E S S E T H:

WHEREAS, LAW OFFICE MANAGEMENT SYSTEMS, INC., is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business in Boise, County of Ada, State of Idaho; and SYNNAMON STICK, LTD., is a corporation duly organized and existing under the laws of the State of Idaho, having its principal place of business in Boise, County of Ada, State of Idaho; and

WHEREAS, LAW OFFICE MANAGEMENT SYSTEMS, INC. and SYNNAMON STICK, LTD. are both authorized by their Articles of Incorporation to issue 5,000 shares each of capital stock having a par value of \$1.00 per share, with all shares outstanding for both corporations; and

WHEREAS, for adequate business reasons, it is considered desirable by the parties hereto that the two corporations be consolidated into a new corporation, SCION CORPORATION;

NOW, THEREFORE, in consideration of the premises and the terms and conditions herein set forth, the parties hereto have mutually agreed to effect a consolidation between the said two corporations upon the following terms and conditions:

SECTION 1. It is agreed that effective as of the close of business on the 30th day of November, 1981, (the effective time), LAW OFFICE MANAGEMENT SYSTEMS, INC. and SYNNAMON STICK, LTD. shall be consolidated and shall operate under the name of SCION CORPORATION.

SECTION 2. It is agreed that all of the provisions contained in the Articles of Incorporation and the By-Laws of LAW OFFICE MANAGEMENT SYSTEMS, INC. shall remain in force and effect and shall become those of SCION CORPORATION.

SECTION 3. It is agreed that the present members of the Boards of Directors of LAW OFFICE MANAGEMENT SYSTEMS, INC. and SYNNAMON STICK, LTD. shall become the members of the Board of Directors of SCION CORPORATION and shall continue to hold office for a term of one year from the date of this agreement or until their successors are elected and duly qualified.

SECTION 4. It is agreed that at the Effective Time, all of the property, real, personal or mixed and all of the assets and liabilities of each of the herein mentioned corporations shall be consolidated and become either the property or the responsibility of the new consolidated corporation, SCION CORPORATION, including any and all obligations to perform existing agreements without any special act or assumption of liability for those obligations.

SECTION 5. The manner and basis of conversion of stock under the Plan and Agreement for Consolidation is as follows:

At the effective time new shares of stock shall be issued to the shareholders of each corporation. Each shareholder will, therefore own one-half (1/2) as many shares of the new consolidated corporation (SCION CORPORATION) as he may have owned in either Law Office Management Systems, Inc. or Synnamon Stick, Ltd.

After the effective time each certificate theretofore representing issued and outstanding shares of either Law Office Management Systems, Inc. or Synnamon Stick, Ltd. shall be deemed to be cancelled.

SECTION 6. It is agreed that this Agreement for Consolidation shall be submitted to the shareholders of each corporation, unless said requirement shall be waived by the shareholders of the corporations as required by the applicable laws of the State of Idaho, and this Agreement for Consolidation shall become effective and binding 20 days after the date of this Agreement or upon waiver of mailing by said shareholders, whichever occurs first.

IN WITNESS WHEREOF, This agreement has been approved on behalf of the corporate parties hereto by all of the members of the Boards of Directors of each corporation, and executed by a majority of the Boards of Directors of each corporation, the day and year herein first above written.

LAW OFFICE MANAGEMENT SYSTEMS, INC.

ATTEST:


Secretary

By _____
MARK D. LURIE, President

SYNNAMON STICK, LTD.

ATTEST:

Mark D. Luni
Secretary

By Laura R. Przytula
LAURA R. PRZYTULA, President

EXHIBIT "B"

ARTICLES OF INCORPORATION
OF
SCION CORPORATION

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation.

FIRST

The name of the corporation is SCION CORP.

SECOND

The corporation is a perpetual entity.

THIRD

The corporation is formed and organized to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and as the board of directors may from time to time determine.

FOURTH

The aggregate number of shares which the corporation has the authority to issue is FIVE THOUSAND shares of common stock, all of one class, at a par value of \$ 1.00 each.

FIFTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation

shall not be fewer than the number required by law. The initial board of directors shall number two. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

The initial bylaws shall be adopted by the board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual or special meeting of the board of directors called for that purpose.

The articles of incorporation of this corporation may be amended by a majority vote at any annual or special meeting of the stockholders, either upon consideration of a resolution for amendment adopted by the board of directors or upon consideration of a resolution adopted by the holders of not less than ten (10%) of all the shares entitled to vote at such meeting.

SIXTH

The location and post office address of the registered office of the corporation is 725 N. 15th, Boise, Idaho, 83702, and the name of the initial registered agent of the corporation who may be found at that address is Lurie, Ainsworth & Associates, Inc.

SEVENTH

The names and post office addresses of the initial directors of the corporation, to serve until the first election of directors, are as follows:

Mark D. Lurie
2072 Division
Boise, Idaho
83706

Laura R. Przytula
2072 Division
Boise, Idaho
83706