

ARTICLES OF INCORPORATION **FILED/EFFECTIVE**

OF

S & W SOFTWARE, INC.

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The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

ARTICLE I.
NAME OF THE CORPORATION

The name of the corporation is S & W Software, Inc. ("Corporation").

ARTICLE II.
DURATION

The Corporation shall have perpetual existence.

ARTICLE III.
PURPOSES OF THE CORPORATION

The Corporation is organized to do any acts and perform any business permitted by the Idaho Business Corporation Act.

ARTICLE IV.
SHARES

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	2,500	\$1.00

V.
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 4701 Cochees Avenue, Boise, Idaho 83709 and the name of its initial registered agent at such address is Sue E. Wallace, 4701

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Cochees Avenue, Boise, Idaho 83709.

ARTICLE VI.
INITIAL BOARD OF DIRECTORS


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 the initial Directors are:

NAME	ADDRESS
Sue E. Wallace	4701 Cochees Avenue, Boise ID 83709
Warren E. Wallace	4701 Cochees Avenue, Boise ID 83709
Lynn Cundick	11060 W. Hickory Drive, Boise ID 83713

ARTICLE VII.
INCORPORATOR

The name and address of the incorporator is Sue Wallace, 4701 Cochees Avenue, Boise ID 83709.

DATED this 2nd day of January, 2002.



Sue E. Wallace