



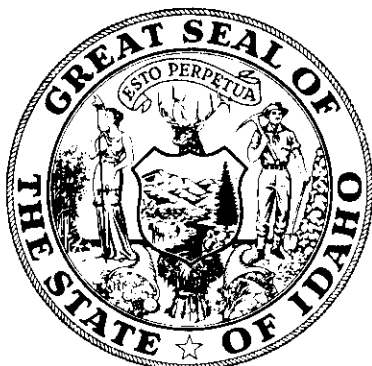
CERTIFICATE OF AUTHORITY
OF

CRITICAL COMMUNICATIONS SYSTEMS, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **CRITICAL COMMUNICATIONS SYSTEMS, INCORPORATED** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **CRITICAL COMMUNICATIONS SYSTEMS, INCORPORATED** to transact business in this State under the name **CRITICAL COMMUNICATIONS SYSTEMS, INCORPORATED** and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 1, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose ~~submits~~ the following statement:

1. The name of the corporation is Critical Communications Systems, Incorporated

2. The name which it shall use in Idaho is Critical Communications Systems, Incorporated

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Colorado

4. The date of its incorporation is May 26, 1983 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1 Denver Place, 999 18th St., Suite 1000, Denver, CO 80202

6. The address to which correspondence should be addressed, if different from that in item 5.

N/A

7. The street address of its proposed registered office in Idaho is 220 East Avenue, P.O. Box 987, Ketchum, ID 83340, and the name of its proposed registered agent in Idaho at that address is James P. Speck

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To transact any lawful business for which corporations may be incorporated pursuant to the Idaho Code.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
John S. Wilding, President & Director,		1 Denver Place, 999 18th St. Suite 1000, Denver, CO 80202
John J. Pojman, Vice President, Treasurer, Director,		1 Denver Place, 999 18th Street, Suite 1000, Denver, CO 80202
Kenneth J. White, Secretary & Director,		1 Denver Place, 999 18th St., Suite 1000, Denver, CO 80202

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
50,000	common	\$1.00

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
75	common	\$ 1.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: August 16, 1983

Critical Communications Systems, Incorporated

By

John S. Wilding
Its President/~~Assistant Secretary~~ (please specify)

and

Kenneth L. White
Its Secretary/~~Assistant Secretary~~ (please specify)

STATE OF Colorado)
)ss
COUNTY OF Denver)

I, Ronald L. Lehr, a notary public, do hereby certify that on

this 16th day of August, 19 83, personally appeared before me

John S. Wilding & Kenneth White, who being by me first duly sworn, declared that ~~that~~ they are

President and Sec'y of Critical Communications Systems, Incorporated

they
that ~~he~~ signed the foregoing document as officers of the corporation and
that the statements therein contained are true.

Ronald L. Lehr
Notary Public

Form No. 100-100

Colorado Secretary of State
Corporations Office
1475 Sherman St. 2nd Floor
Denver, CO 80202
(303) 866-7381

TOTAL OF FEES \$11.00
THIS FORM MUST BE WRITTEN (BLACK)
SUBMIT ORIGINAL AND ONE COPY
12-3011

DEPARTMENT OF REVENUE
STATE OF COLORADO

ARTICLES OF INCORPORATION

I, the undersigned natural person(s) of the age of eighteen years or more, as long as the incorporator(s) of a corporation under the Colorado Corporation Act, adopt the following Articles of Incorporation for said corporation.

FIRST The name of the corporation is Critical Communications Systems, Incorporated

SECOND The period of duration is perpetual

THIRD buying, selling, renting and leasing, owning and mortgaging real and personal property, and to invest in other properties, corporations, or other legal entities.

FOURTH The aggregate number of shares which the corporation shall have the authority to issue is fifty thousand (50,000) and the par value of each share shall be one dollar (\$1.00)

FIFTH Cumulative voting of shares of stock is not authorized.

SIXTH Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation, if any, are: to be set by the by-laws of this corporation.

SEVENTH The address of the initial registered office of the corporation is 2978 West 119th Avenue, Denver, Colorado 80234

and the name of its initial registered agent at such address is John S. Wilding

EIGHTH Address of the place of business: 2978 West 119th Ave., Denver, CO 80234

NINTH 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 annual meeting of shareholders or until their successors are elected and shall qualify are: (At least 3)

The number of directors of a corporation shall be not less than three except that there need be only as many directors as there are, or initially will be, shareholders in the event that the outstanding shares are, or initially will be, held of record by fewer than three shareholders.

NAME	ADDRESS (include zip code)
<u>John S. Wilding</u>	<u>2978 W. 119th Ave., Denver, CO 80234</u>
<u>Kenneth J. White</u>	<u>1635 Layden St., Denver, CO 80207</u>
<u>Mary M. Smith</u>	<u>238 Wilson Ave., Salt Lake City, UT 84115</u>

NAME	ADDRESS (include zip code)
<u>Kenneth J. White</u>	<u>1635 Layden St., Denver, CO 80207</u>

STATE OF COLORADO

COUNTY OF DENVER

ORGANIZED BY STATE

The foregoing instrument was acknowledged before me this 24th day of May

1987 by Kenneth J. White

In witness whereof I have hereunto set my hand and seal

My commission expires February 28, 1987

John S. Wilding
999 18th Street, Denver, CO 80202

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STATE

Critical Communications Systems, Incorporated
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2 The name of
CRITICAL COMM
3 A brief descrip
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IN WITNESS WHEREOF
I, the undersigned, have hereunto set my hand and seal

Subscribed at
My commission exp

Note 1: Any assume
"limited" or
Any assume
"limited", o

Note 2: Exact name

Note 3: Signature on
Partnership.

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DEPARTMENT OF STATE
STATE OF COLORADO

DP0523877
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CRITICAL COMMUNICATIONS SYSTEMS, INCORPORATED

FILED
COLO. DEPT. OF STATE
532611 2-23

The undersigned Officers of the Corporation, desiring to amend in their entirety the Articles of Incorporation of CRITICAL COMMUNICATIONS SYSTEMS, INCORPORATED, a body corporate under the laws of the State of Colorado, does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Colorado these Articles of Amendment to the Articles of Incorporation of CRITICAL COMMUNICATIONS SYSTEMS, INCORPORATED. The amendment was adopted by the unanimous vote of all Seventy-Five (75) shares outstanding and entitled to vote on July 11, 1983:

ARTICLE I

Name

The name of the Corporation shall remain CRITICAL COMMUNICATIONS SYSTEMS, INCORPORATED.

ARTICLE II

Period of Duration

This Corporation shall exist in perpetuity, from and after the date of filing these Articles of Incorporation with the Secretary of State of the State of Colorado unless dissolved according to law.

COMPUTER UPDATE COMPLETE
**HK

ARTICLE III

Purposes

The purpose for which this corporation is organized is to transact any lawful business for which corporations may be incorporated pursuant to the Colorado Corporation Code.

ARTICLE IV

Capital

1. Authorized Shares. The aggregate number of shares which this Corporation shall have authority to issue is Fifty Thousand (50,000) shares, all of one class, of a par value of One (\$1.00) Dollar each, which shares shall be designated "Common Stock." The transfer of the common stock shall be subject to restrictions contained in a Corporate Stock Purchase and Sale Agreement executed by the Corporation and its Shareholders, which shall be binding upon the Shareholders who have executed such Agreement, and the holders of any of this Corporation's common stock.

2. Dividends. Dividends in cash, property or shares of the Corporation may be paid, as and when declared by the Board of Directors, out of funds of the Corporation and to the extent and in the manner permitted by law.

3. Distribution in Liquidation. Upon any liquidation, dissolution or winding up of the corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the Corporation shall be distributed,

either in cash or in kind, pro rata to the holders of the Common Stock.

ARTICLE V

Voting By Shareholders

1. Voting Rights; No Cumulative Voting. Each outstanding share of Common Stock is entitled to one vote and each fractional share of Common Stock is entitled to a corresponding fractional vote on each matter submitted to a vote of Shareholders. Cumulative voting shall not be allowed in the election of directors of the Corporation and every Shareholder entitled to vote at such election shall have the right to vote the number of shares owned by him for as many persons as there are directors to be elected, and for whose election he has a right to vote.

2. Denial of Preemptive Rights. No holder of any shares of the Corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any unissued shares or securities of the Corporation, including shares or securities held in the treasury of the Corporation or securities convertible into shares or carrying stock purchase warrants or privileges.

ARTICLE V

Right of Directors to Contract with Corporation

1. No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its direc-

tors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or unknown to the Board of Directors or committee which authorizes, approves, or ratifies such contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the Corporation.

2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VI

Corporate Opportunity

The officers, directors and other members of management of this Corporation shall be subject to the doctrine of "corporate

opportunities" only insofar as it applies to business opportunities in which this Corporation has expressed an interest as determined from time to time by this Corporation's Board of Directors as evidenced by resolutions appearing in the Corporation's minutes. Once such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the officers, directors, and other members of management of this Corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the right of any officer, director or other member of management of this Corporation to continue a business existing prior to the time that such area of interest is designated by the Corporation. This provision shall not be construed to release any employee of this Corporation (other than an officer, director or member of management) from any duties which he may have to this Corporation.

ARTICLE VII

Indemnification of Officers Directors and Others

The Corporation may indemnify each director and each officer, and any employee or agent of the Corporation, his heirs, executors and administrators, against expenses reasonably incurred or liability incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director, officer, employee or agent of the Corporation to the full extent permitted by the

laws of the State of Colorado now existing or as such laws may hereafter be amended.

ARTICLE IX

Registered Office and Registered Agent

The address of the initial registered office of the Corporation is 2978 West 119th Avenue, Denver, Colorado 80234, and the name of the initial registered agent at such address is JOHN S. WILDING. Either the registered office or the registered agent may be changed in the manner permitted by law.

ARTICLE X

Initial Board of Directors

The number of Directors of the Corporation shall be fixed by the Bylaws of the Corporation, except the initial Board of Directors of the Corporation shall consist of Three (3) Directors. The names and addresses of the persons who shall serve as Directors until the first annual meeting of Shareholders or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN S. WILDING	2978 West 119th Avenue Denver, Colorado 80234
KENNETH J. WHITE	3655 Leyden Street Denver, Colorado 80207
JOHN J. POJMAN	11583 West Berry Place Littleton, Colorado 80127

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ARTICLE XI

Incorporator

The name and address of the incorporator is as follows:

NAME

ADDRESS

KENNETH J. WHITE

3655 Leyden Street
Denver, Colorado 80207

IN WITNESS WHEREOF, the above-named Officers of the Corporation have signed these Articles of Amendment to the Articles of Incorporation this 11th day of July, 1983.

Attest:

CRITICAL COMMUNICATIONS
SYSTEMS, INCORPORATED

Kenneth J. White
Kenneth J. White
Vice President and Secretary

By: John S. Wilding
John S. Wilding, President

STATE OF COLORADO)

SS:

COUNTY OF DENVER)

I, the undersigned, a Notary Public, hereby certify that on the 11 day of July, 1983, personally appeared before me, JOHN S. WILDING, President, and KENNETH J. WHITE, Vice President and Secretary, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as Officers of CRITICAL COMMUNICATIONS SYSTEMS, INCORPORATED, for and on behalf of said Corporation, and the statements therein contained are true.

WITNESS my hand and official seal.

Ronald L. Lehn
Notary Public

My Commission Expires: 5/12/84

Address: #935-700 Broadway
Denver COLORADO 80203