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SECRETARY OF STATE  
STATE OF IDAHO

**RESTATED  
ARTICLES OF INCORPORATION  
OF  
VERTICAL CORP.**

The following Restated Articles of Incorporation of Vertical Corp. (the "**Corporation**") was adopted by all of the shareholders and the director of the Corporation pursuant to Section 30-1-1007 of the Idaho Business Corporation Act (the "**Act**").

Effective as of March 31<sup>st</sup>, 2003 (the "**Effective Date**"), the Articles of Incorporation of Vertical Corp. are in their entirety as follows:

**ARTICLE 1  
NAME OF THE CORPORATION**

The name of the corporation is Vertical Corp.

**ARTICLE 2  
PURPOSES OF THE CORPORATION**

The purposes for which the Corporation is organized is: The transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in the appropriate section of the Idaho Code, as amended and supplemented.

**ARTICLE 3  
SHARES**

**3.1 Stock.** The aggregate number of shares of common stock of the Corporation is authorized to issue shall be 100,000, with no par value (the "**Common Stock**").

**3.2 Dividends.** The holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

**ARTICLE 4  
PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

IDAHO SECRETARY OF STATE  
04/02/2003 05:00  
CK: 82001 CT: 20522 BH: 672478  
1 @ 30.00 = 30.00 AMEND PROF # 2

RESTATED ARTICLES OF INCORPORATION  
OF VERTICAL CORP. - 1

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**ARTICLE 5  
CUMULATIVE VOTING**

Shareholders of the Corporation do not have the right to cumulate their votes for election of directors of the Corporation.

**ARTICLE 6  
NOTICE OF MEETINGS AND VOTING**

**6.1 Notice.** Written notice of meetings shall be delivered to all shareholders of the Corporation. Notice of meetings shall be given pursuant to the Bylaws of the Corporation.

**6.2 Voting.** Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes.

**ARTICLE 7  
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 350 N. 9th Street, Suite 400, Boise, Idaho 83702, and the name of the registered agent at such address is Todd A. Weltner.

**ARTICLE 8  
BOARD OF DIRECTORS**

The number of directors constituting the board of directors of the Corporation will be as specified in the Bylaws. Under the Articles of Incorporation and until changed as provided in the Corporation's Bylaws, the number of directors who constitute the initial Board of Directors is two (2). The names and addresses of such persons to serve as the directors are as follows:

Name	Address
Todd A. Weltner	1825 Claremont Drive Boise, ID 83702
Jennie Sue Weltner	1825 Claremont Drive Boise, ID 83702

**ARTICLE 9  
LIMITATION OF LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

**ARTICLE 10  
INDEMNIFICATION**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

**ARTICLE 11  
APPROVAL**

These Restated Articles of Incorporation were duly approved and adopted by the Shareholders of the Corporation by Unanimous Consent of Shareholders of Vertical Corp. effective March \_\_, 2003, in accordance with the provisions of Idaho Code 30-1-704 and 30-1-1007, and written notice to any nonconsenting shareholders has been given as provided in Idaho Code 30-1-704. The number of shares entitled to vote on the adoption of the Restated Articles of Incorporation was one (1). The number of shares cast in favor of the Restated Articles of Incorporation was one (1).

Dated: April 1, 2003

  
\_\_\_\_\_  
Todd A. Weltner, Director and Sole Shareholder

Dated: April 1, 2003

  
\_\_\_\_\_  
Jennie Sue Weltner, Director

**CERTIFICATE OF DIRECTORS**

**OF**

**VERTICAL CORP.**

Pursuant to the Idaho Business Corporation Act, the undersigned, being all of the Directors of **VERTICAL CORP.** ("**Corporation**"), acting without a meeting, in their respective capacities as Directors, and as a Board of Directors (the "**Board**"), do hereby certify as to the following:

1. Attached hereto marked as Exhibit A is a copy of the Restated Articles of Incorporation of the Corporation which were unanimously adopted and approved by the Board and also by Todd A. Weltner, the sole shareholder of all stock of the Corporation.

IN WITNESS WHEREOF, the undersigned as the Directors of Vertical Corp. have executed this Certificate of Directors effective as of APRIL 1, 2003.

Date: 4-1-03

  
Todd A. Weltner, Director

Date: 4-1-03

  
Jennie Sue Weltner, Director

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**EXHIBIT A**

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**VERTICAL CORP.**

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Dated: \_\_\_\_\_, 2003

  
\_\_\_\_\_  
Todd A. Weltner, Director and Sole Shareholder

Dated: \_\_\_\_\_, 2003

\_\_\_\_\_  
Jennie Sue Weltner, Director