



CERTIFICATE OF INCORPORATION
OF

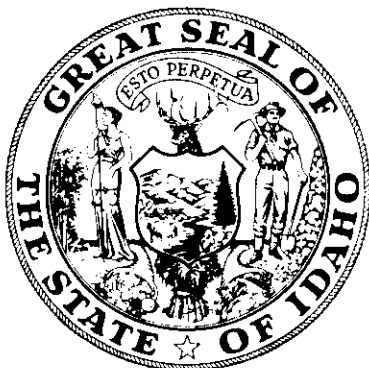
PROFESSIONAL SYSTEMS MANAGEMENT, INC.

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 **PROFESSIONAL SYSTEMS MANAGEMENT, INC.**

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 12, 1983**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
PROFESSIONAL SYSTEMS MANAGEMENT, INC.

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We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the Idaho Corporation Law, adopt the following Articles of Incorporation for such organization:

FIRST: The name of the corporation is PROFESSIONAL SYSTEMS MANAGEMENT, INC. hereafter known as PSM.

SECOND: This corporation shall have perpetual existence.

THIRD: The purpose or purposes for which the corporation is organized are as follows.

A. To provide computer hardware and software systems to businesses and professional entities under a contractual basis.

B. To engage in the development of computer software for the purpose of licensing and selling said software to the business and professional community.

C. To raise and borrow money by the issue of shares, bonds, debentures, and otherwise howsoever, to invest the money so raised and borrowed in and to hold, sell and deal with the stock, shares, bonds, debentures and securities of any government, state, company, corporation, municipal, local or other body or authority, to mortgage or charge all or any part of the property and rights of the corporation, including its uncalled capital; to make advances upon, hold in trust, issue on commission, sell or dispose of any of the investments aforesaid, or to act as agent for any of the above or like purposes.

D. To act as surety or guarantor, to deal in equipment, realty, stocks and bonds.

E. To provide to other corporations, partnerships or individuals skilled management services of all kinds and types including but not limited to computer systems, software programs, accounting, clerical, stenographic, telephone answering, collection of accounts, and all miscellaneous management related functions.

F. To act as advisor to other corporations, partnerships, or individuals on matters concerning computer systems and related office and personal systems.

G. To do all other things authorized by law.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is FIFTY THOUSAND (50,000) shares of common capital stock of no par value.

FIFTH: The corporation will not commence business until consideration of the value of at least ONE HUNDRED DOLLARS (\$100.00) has been received for the issuance of shares.

SIXTH: The shareholders shall not have pre-emptive rights to unissued stock, treasury stock or any other stock or assets held by the corporation.

SEVENTH: The post office address of its initial registered office is 215 North 9th Street, Pocatello, Idaho 83201 and the name of its initial registered agent at such address is Doyle G. Ray.

EIGHTH: The number of directors constituting the Board of Directors of the corporation shall be not less than two nor more

than five and the initial Board of Directors shall be comprised of two members, and the names and addresses of the persons to serve as such until the first annual meeting of the stockholders, or until their successors are elected and qualified are as follows:

1. Doyle G. Ray 215 North 9th Street
 Pocatello, Idaho 83201
2. Debra R. Ray 215 North 9th Street
 Pocatello, Idaho 83201

The Board of Directors of the corporation may appoint executive committees to act on behalf of such Board; the Board of Directors shall exercise all powers of the corporation including, but not limited to, the right to make, amend, or rescind bylaws, discharge employees or all officers of the corporation, provided all such rules and regulations as may be reasonably required in the operation of the corporation. The Board of Directors may hold meetings by waiver and agreement or by telephone and any action adopted at a meeting wherein the Directors have waived notice of meeting, or shall have signed minutes of a meeting, shall be just as valid and effective as a meeting called on notice with all Directors attending in person. Directors meetings conducted by telephone shall, if all Directors are contacted on conference call, be as valid as though said meeting had been held on notice with all Directors attending in person.

NINTH: The annual meeting of the stockholders of this corporation for the election of Directors and the transaction of such other business as shall regularly come before it, shall be held on the Second Monday of January at 8:00 p.m. in each year at the principal office of the corporation. Should said day fall

upon a holiday, said meeting shall be held upon the next succeeding business day. Such stock as is present or represented at a meeting shall constitute a quorum.

Each holder of stock shall be entitled to one (1) vote for each share of stock held by him, except that at all elections of Directors, the stockholders shall have the right of cumulative voting, that is to say, each stockholder shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

A failure to hold any meeting of the stockholders at the time appointed shall not forfeit or impair any of the rights acquired by this agreement, but such meeting may be held at any subsequent time upon giving notice as the laws of Idaho may require or such notice as may be determined by the Board of Directors.

Stock shall be considered present at any meeting of the stockholders of this corporation if it is represented at such meeting by a proxy statement of the owner of said stock or such form as shall be prescribed by the Board of Directors of said meeting.

Each stockholder of record is entitled to notice by mail or any regular or special meeting of stockholders, and such notice shall be deemed complete ten (10) days after the notice has been

State of Idaho)
) ss.
County of Bannock)

I, R. K. Thompson, a Notary Public hereby
certify that before me appeared, Doyle G. Ray, and Debra R. Ray,
who being by me first duly sworn, severally declared that they
are the persons who signed the foregoing document as
incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 9 day of December, 1983.

R. K. Thompson
Notary Public

Residing at: Idaho, Id.

My Commission expires:

11-23-86