

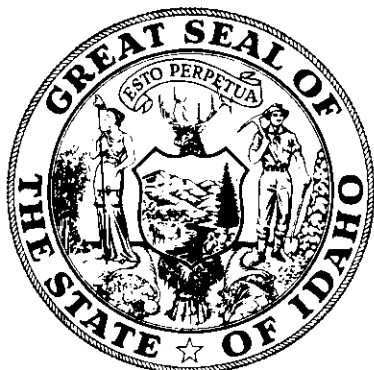
CERTIFICATE OF AUTHORITY
OF

LUCERO AND ASSOCIATES INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of LUCERO AND ASSOCIATES 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 LUCERO AND ASSOCIATES INCORPORATED to transact business in this State under the name LUCERO AND ASSOCIATES INCORPORATED and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 21, 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 LUCERO AND ASSOCIATES INCORPORATED

2. The name which it shall use in Idaho is LUCERO AND ASSOCIATES 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 February 19, 1976 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 8100 Ralston Road, Arvada, Colorado 80002

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

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7. The street address of its proposed registered office in Idaho is 1690 Whitney Street
Idaho Falls, Idaho 83402, and the name of its proposed registered agent in Idaho at that address is Yvonne R. Lucero

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
The sale of products and services relating to computers and telecommunications.

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

Name	Office	Address
J. Carlos Lucero	President	1690 Whitney St. Idaho Falls, ID 83402
Garth C. Lucero	Vice President	4575 Osceola St. Denver, CO 80212
Yvonne R. Lucero	Secretary/Treasurer	1690 Whitney St. Idaho Falls, ID 83402

(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	"No Par"

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
16,000	Common	"No Par"

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: October 19, 1983

By J. Carlos Lucero - Pres.
Its President/~~Vice President~~ (please specify)
and Yvonne R. Lucero
Its Secretary/~~Assistant Secretary~~ (please specify)
Treasurer

STATE OF IDAHO)
COUNTY OF BONNEVILLE)ss

I, Elaine C. Harris, a notary public, do hereby certify that on
this 19th day of October, 19 83, personally appeared before me
J. Carlos Lucero & Yvonne R. Lucero, who being by me first duly sworn, declared that he is the
Officers of LUCERO AND ASSOCIATES INCORPORATED

that ^{THEY} he signed the foregoing document as Officers of the corporation and
that the statements therein contained are true.

Elaine C. Harris
Notary Public

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ARTICLES OF INCORPORATION

OF

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LUCERO AND ASSOCIATES INCORPORATED

KNOW ALL MEN BY THESE PRESENTS, that we, J. Carlos Lucero, Yvonne R. Lucero and Charles T. Flett,

the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the provisions of the "Colorado Corporation Act," adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is LUCERO AND ASSOCIATES INCORPORATED.

ARTICLE II.

The period of duration of the corporation is perpetual.

ARTICLE III.

Section 1. Purposes: The purposes for which the corporation is organized are as follows:

(a) To provide independent services to business and industry in the area of communications, electronic technology, and data processing.

(b) To carry on such other business enterprises as can be advantageously carried on in conjunction with the above purposes set forth and to act in the State of Colorado, and in any state, territory, district or possession of the United States or any foreign country in the capacity of agent or representative for any individual, association, corporation or other legal entity respecting any business.

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(c) To do everything necessary, proper and advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incidental thereto.

Section 2. Powers: Subject to any specific limitations imposed by these Articles of Incorporation, the powers the corporation shall have are as follows:

(a) All those powers specified in the Colorado Corporation Act.

(b) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

ARTICLE IV.

There shall be 50,000 shares of no par value stock.. All 50,000 shares are authorized to be issued. No shares of new stock can be sold without the unanimous consent of all existing shareholders.

ARTICLE V.

Cumulative voting of shares of stock is not authorized. Every holder of Common Stock of the corporation shall be entitled to one vote for each share of stock standing in his name on the books of the corporation.

ARTICLE VI.

A Common Stock shareholder shall have the preemptive right to subscribe to any or all additional issues of stock and/or other securities or securities convertible into stock or carrying stock purchase warrants or privileges.

ARTICLE VII.

Section 1. The general management of the affairs of the corporation shall be exercised by the Board of Directors.

Section 2. The Board of Directors shall have the power to make, alter, amend, or repeal the By-Laws, but any By-Laws so made may be altered, amended, or repealed by the affirmative vote of two-thirds of the shareholders having voting rights at any annual or special meeting.

Section 3. The Board of Directors may designate by resolution passed by a majority of the whole Board an executive committee, which committee, to the extent provided in such resolution or by the By-Laws, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation.

Section 4. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, if the facts of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested director or directors to be counted in determining whether a quorum is present, but

not to be counted in calculating the majority necessary to carry such vote and not to be permitted to vote upon such question. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VIII.

The address of the initial registered office of the corporation is 72 Benthaven Place, Boulder, Colorado 80303 and the name of the initial registered agent of the corporation at such address is J. Carlos Lucero.

ARTICLE IX.

The initial Board of Directors shall consist of members, 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 qualified are:

J. Carlos Lucero 72 Benthaven Place, Boulder, Co. 80303
Yvonne R. Lucero 72 Benthaven Place, Boulder, Co. 80303
Charles T. Flett 8100 Ralston Road, Arvada, Co. 80002

ARTICLE X.

The corporation shall have the right to impose such restrictions upon the transfer of its shares as it may deem proper or desirable.

ARTICLE XI.

The names and addresses of the incorporators of the corporation are:

J. Carlos Lucero 72 Benthaven Place, Boulder, Co. 80303
Yvonne R. Lucero 72 Benthaven Place, Boulder, Co. 80303
Charles T. Flett 8100 Ralston Road, Arvada, Co. 80002

IN TESTIMONY WHEREOF, we have hereunto set our hands
and seals this 18th day of February, 1976.

J. Carlos Lucero

Yvonne R. Lucero

Charles T. Elett

STATE OF California
COUNTY OF Jefferson
I, Charles B. Wardley, a Notary Public in

and for the County and State aforesaid, do hereby certify that
J. Carlos Lucero, Yvonne R. Lucero and Charles T. Elett,

who are personally known to me to be the persons whose names
are subscribed to the foregoing Articles of Incorporation, and
appeared before me this day in person and upon oath swore to the
truth of the facts herein stated and acknowledged that they signed
and delivered said instrument of writing as their free and vol-
untary act.

Given under my hand and official seal this 18th day

My commission expires: 9/24/77

Charles B. Wardley
Notary Public

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