



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

AZIMUTH CONSULTING, INC.

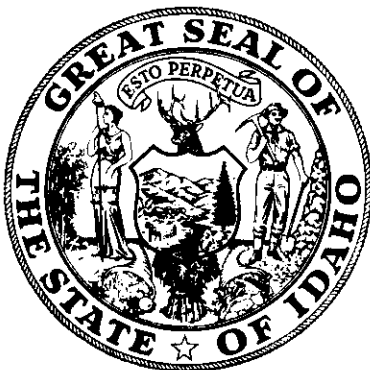
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

AZIMUTH CONSULTING, 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 March 21, 19 80



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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STATE

ARTICLES OF INCORPORATION
OF
AZIMUTH CONSULTING, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.
NAME OF CORPORATION

The name of this corporation shall be and is: Azimuth Consulting, Inc.

ARTICLE II.
EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE III.
PURPOSES

The purposes and powers of the corporation shall be:

Section 1. To engage in the business of planning, designing and constructing of commercial, industrial, institutional, residential and all other types of structures.

Section 2. To conduct business in the selling and servicing of computers, computer systems, computer sciences, data processing and energy management.

Section 3. To design, devise, invent, manufacture, install, maintain, repair, inspect, service, handle and deal in machinery, fixtures, plants, appliances, accessories, equipment, supplies and materials of all kinds and natures for the generation, supplying and utilization of energy of all kinds and natures and for all purposes for computer sciences and data processing.

Section 4. In general, the transaction of any or all lawful businesses for which a corporation may be incorporated under the Idaho Business Corporation Act.

Section 5. To purchase, acquire, own, improve, develop, lease as lessee or lessor, exchange, sell, dispose of and otherwise deal in real estate; to purchase, lease as lessee or lessor, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, acquisition, development, improvement and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

Section 6. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property and to accept as security therefore liens on and pledges of real and personal property.

Section 7. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 8. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business properties and other real estate, automotive vehicles, fixtures and supplies, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise dispose of or encumber lands, building, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary or conducive to the full accomplishment of the foregoing objects in this Article III.

ARTICLE IV.
CAPITAL STOCK

The amount of the capital stock of the corporation shall be twenty-five thousand and No/100ths Dollars (\$25,000.00), divided into twenty-five thousand (25,000) shares of common stock of the par value of One and No/100ths Dollars (\$1.00) each.

ARTICLE V.
PREEMPTIVE RIGHTS

There are no provisions denying or limiting preemptive rights.

ARTICLE VI.
MANAGEMENT

Section 1. Directors. The management of this corporation shall be vested in a board of directors, consisting of an uneven number but not less than three (3). 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 the shareholders, or until their successors are elected and shall qualify, are:

David A. Exe
338 Edwards Ave.
Shelley, Idaho 83274

Robert M. Carrig
516 S. Milton
Shelley, Idaho 83274

Section 2. The meetings for the board of directors may be held at the principal offices of the corporation in this State or such other place or places within or without the State for the transaction of any business of the corporation, as the directors may by resolution provide. A majority of the board of directors shall constitute a quorum and the act of the majority of the directors shall be the act of the board.

Section 3. No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by

the fact that any of the directors of the corporation are pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such corporation and not so interested.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 520 3rd Street, P.O. Box 1686, Idaho Falls, Idaho 83401.

The name of the initial registered agent, at such address, is David A. Exe.

ARTICLE VIII.

INCORPORATORS

The name and address of each incorporator is:

David A. Exe
338 Edwards Avenue
Shelley, Idaho 83401

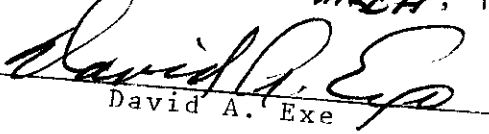
Robert M. Carrig
516 South Milton
Shelley, Idaho 83401

ARTICLE VIX.

AMENDMENTS

The corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, the undersigned, as incorporators, and each of us, have hereunto set our hands and seals this 12 day of MARCH, 1980.


David A. Exe


Robert M. Carrig

STATE OF IDAHO)
) ss.
County of Bonneville)

I, *Marie McConnell*, a notary public, do hereby
certify that on this 19th day of *March*, 1980, person-
ally appeared before me David A. Exe and Robert M. Carrig,
who being by me first duly sworn, severally, declare that
they are the persons who signed the foregoing document,
as incorporators.

Marie McConnell
Notary Public for Idaho
Residing at Idaho Falls, Idaho

MARIE MCCONNELL
Notary Public Residing at Idaho Falls, ID
My Commission Expires January 27, 1981