

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF INTECOM INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of INTECOM INC.

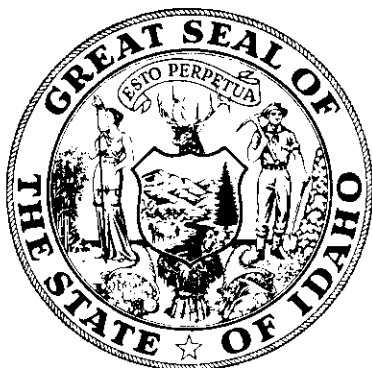
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to INTECOM INC.

to transact business in this State under the name INTECOM INC.

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **June 25, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

Denise Heier

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 InteCom Inc.
2. The name which it shall use in Idaho is N/A

(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 Texas
4. The date of its incorporation is September 8, 1978 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 601 InteCom Drive, Allen, Texas 75002
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 300 ^{North} ~~East~~ Sixth Street,
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Sale of electronic communications equipment

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

Name	Office	Address
See Annex I attached		

(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
60,000,000	Common	Without par value

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
30,604,452	Common	Without par value

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: May 31, 1984

INTECOM INC.

By R. L. Henander

Richard L. Henander Its ~~President~~ Vice President (please specify)

and Beverly J. Rhoades

Beverly J. Rhoades Its Secretary/ ~~Assistant Secretary~~ (please specify)

STATE OF TEXAS)

COUNTY OF Collin)ss

I, Denise A. Kirchhoff, a notary public, do hereby certify that on this 31 day of May, 19 84, personally appeared before me

Richard L. Henander, who being by me first duly sworn, declared that he is the Vice President of InteCom Inc.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Denise A. Kirchhoff
Notary Public

BOARD OF DIRECTORS

ADDRESSES

June 1, 1984

C. Michael Bowen
InteCom Inc.
601 InteCom Drive
Allen, Texas 75002

Grant Inman
Hambrecht & Quist
235 Montgomery Street
San Francisco, CA 94104

John Lewis
Paragon Partners
3000 Sand Hill Road
Building 4, Suite 130
Menlo Park, California 94025

Robert Morrill
One Hollis Street
Suite 102
Wellesley, Mass 02181

K. D. Seeger
Exxon Enterprises
1251 Avenue of the Americas
New York, NY 10020

Joe C. Thompson, Jr.
Southland Corporation
P O Box 719
Dallas, Texas 75221

Robert A. Winslow
Exxon Enterprises
1251 Avenue of the Americas
New York, NY 10020

OFFICERS ADDRESSES: Addresses of all officers will be 601 InteCom Drive,
Allen, Texas 75002

INTECOM INC.

APRIL 15, 1984

BOARD OF DIRECTORS

C. Michael Bowen
Grant Inman
John Lewis
Robert Morrill
K. D. Seeger
Joe C. Thompson, Jr.
Robert A. Winslow

CORPORATE OFFICERS

<u>Name</u>	<u>Title</u>
C. Michael Bowen	Chief Executive Officer, President and Chairman of the Board
Thomas H. Aschenbrenner	Executive Vice President Business Development
John Mullaney	Sr. Vice President Marketing
Robert L. Stewart	Sr. Vice President Operations
Ralph J. Thornton, Jr.	Vice President Administration
Thomas B. Cannon	Vice President Engineering
Richard L. Henander	Vice President Finance and Treasurer
Beverly J. Rhoades	Corporate Secretary



The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

INTECOM INC.

Articles of Incorporation	September 8, 1978
Amendment	February 20, 1979
Amendment	January 29, 1981
Amendment	September 9, 1982
Articles of Correction	September 13, 1982
Amendment	March 28, 1983

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin this

18th day of June A. D. 1984.




Secretary of State

pac

FILED
In the Office of the
Secretary of State of Texas

SEP 08 1978

Wassdorf
Attorney, Corporation Division

ARTICLES OF INCORPORATION
OF
INTECOM, INC.

The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator of a corporation under the Texas Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is Intecom, Inc.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose or purposes for which this corporation is organized, subject to the provisions of Part Four of the Texas Miscellaneous Corporation Law Act, are: to buy, sell, lease and deal in services, personal property and real property of every nature and description, and to transact any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE IV

SHARES

The aggregate number of shares which the corporation has authority to issue is One Hundred Thousand (100,000) shares of \$1.00 par value. The shares are designated as common stock and have identical rights and privileges in every respect.

ARTICLE V

DENIAL OF PRE-EMPTIVE RIGHTS

No shareholder of the corporation or other person shall have any pre-emptive right to purchase or subscribe to any shares of any class or any notes, debentures, options, warrants or other securities, now or hereafter authorized.

ARTICLE VI

NON-CUMULATIVE VOTING

Directors shall be elected by majority vote. No shareholder of this corporation shall have the right to cumulate his votes.

ARTICLE VII

COMMENCEMENT OF BUSINESS

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The post office address of the initial registered office of the corporation is 1700 Mercantile Dallas Building, Dallas, Texas 75201, and the name of its registered agent at such address is William A. French III.

ARTICLE IX

INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is one (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders, or until his successor or successors are elected and qualified is:

C. Michael Bowen

847 Moorhead Circle
Boulder, Colorado 80303

ARTICLE X

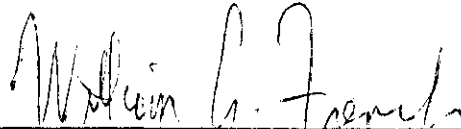
INCORPORATOR

The name and address of the incorporator is:

William A. French III

1700 Mercantile Dallas Bldg.
Dallas, Texas 75201

IN WITNESS WHEREOF, I have hereunto set my hand this the
6th day of September, 1978.

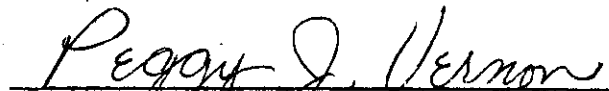


William A. French III

THE STATE OF TEXAS X
 X
COUNTY OF DALLAS X

I, the undersigned Notary Public, do hereby certify that
on the 6th day of September, 1978, personally appeared William
A. French III, who being by me first duly sworn, declared that
he is the person who signed the foregoing document as incorpo-
rator, and that the statements contained therein are true.

[Seal]


Peggy J. Vernon
Notary Public in and for Dallas
County, Texas

My Commission Expires:

April 30, 1979

FEB 20 1979

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
INTECOM, INC.

Louise Salzman
Deputy Director, Corporation Division

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE. The name of the corporation is INTECOM, INC.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted on February 2, 1979.

Article IV is amended to read in full as follows:

"ARTICLE IV

The aggregate number of shares which the corporation has authority to issue is Four Million (4,000,000) shares of no par value per share. The shares are designated as common stock and have identical rights and privileges in every respect."

ARTICLE THREE. The number of shares of the corporation outstanding and entitled to vote at the time of such adoption was 1,000 shares of one dollar (\$1.00) par value stock. Each shareholder shall receive one thousand (1,000) shares of the newly designated no par value stock in exchange for the one dollar (\$1.00) par value stock currently outstanding, so that the total number of shares outstanding after the exchange shall be one million (1,000,000) shares. The amount of stated capital of the corporation is \$1,000.00 and will remain \$1,000.00 after the exchange mentioned above has occurred.

ARTICLE FOUR. The holders of all shares outstanding and entitled to vote have signed a consent in writing adopting said amendment.

DATED: February 12, 1979.

INTECOM, INC.

By

C. Michael Bowen
C. Michael Bowen, President

AND

By

Thomas H. Aschenbrenner
Thomas H. Aschenbrenner, Secretary

THE STATE OF TEXAS X
COUNTY OF DALLAS X

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared C. Michael Bowen and Thomas H. Aschenbrenner, known to me to be the President and Secretary, respectively, of INTECOM, INC., and who, being by me first duly sworn, acknowledged that they executed the foregoing instrument in such capacities for such corporation and that the statements contained therein are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 12th day of February, 1979.

[Seal]

Peggy J. Vernon
Notary Public in and for Dallas
County, Texas

My Commission Expires:

4-30-79

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
INTECOM INC.

FILED
In the Office of the
Secretary of State of Texas

JAN 29 1981

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation, which amend Article One thereof so as to change the number of shares which the Corporation has authority to issue.

ARTICLE ONE. The name of the Corporation is InteCom Inc.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on December 12, 1980:

ARTICLE IV of the Articles of Incorporation is hereby amended so as to read in its entirety as follows:

"ARTICLE IV

The aggregate number of shares which the Corporation has authority to issue is Eight Million (8,000,000) shares of no par value per share. The shares are designated as common stock and have identical rights and privileges in every respect."

ARTICLE THREE. The number of shares of the Corporation outstanding and entitled to vote at the time of such adoption was 3,349,133 shares of common stock.

ARTICLE FOUR. The number of shares voted for the amendment was 3,349,133, and the number of shares voted against the amendment was zero.

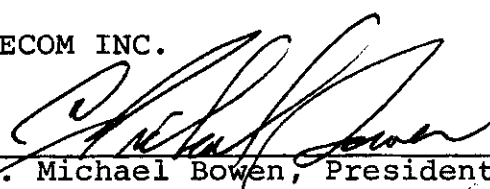
ARTICLE FIVE. The said amendment does not involve any exchange, reclassification or cancellation of issued shares of the Corporation.

ARTICLE SIX. The said amendment does not effect a change in the amount of stated capital of the Corporation.

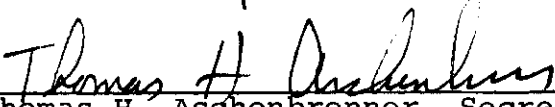
DATED: January 15, 1981.

INTECOM INC.

By


C. Michael Bowen, President

By

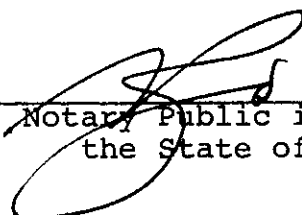

Thomas H. Aschenbrenner, Secretary

THE STATE §
§
OF TEXAS §

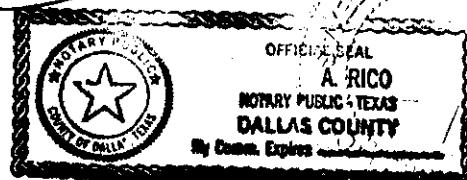
SWORN TO BEFORE ME, the undersigned, a Notary Public in and for the State of Texas, on this day personally appeared C. Michael Bowen, President of InteCom Inc., known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said InteCom Inc., a Corporation, for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 15 day of January, 1981.

My Commission Expires:
9/13/83



Notary Public in and for
the State of Texas



ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
INTECOM INC.
(the "Corporation")

FILED
In the Office of the
Secretary of State of Texas
SEP 09 1982
Clerk II U
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, which amend Article IV thereof so as to increase the authorized capital stock of the Corporation.

ARTICLE ONE. The name of the Corporation is InteCom Inc.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted on September 8, 1982:

Article IV of the Articles of Incorporation is hereby amended to read in its entirety as follows:

Article IV

The aggregate number of shares which the Corporation has authority to issue is Twenty Million (20,000,000) shares, no par value. The shares are designated as common stock and have identical rights and privileges in every respect.

ARTICLE THREE. The number of shares of the Corporation outstanding and entitled to vote at the time of such adoption was 4,696,633 shares of common stock.

ARTICLE FOUR. The number of shares of common stock voted for such amendment was 3,811,957, and the number of shares of common stock voted against such amendment was 0.

ARTICLE FIVE. The said amendment does not provide for the exchange, reclassification, or cancellation of issued shares.

ARTICLE SIX. The said amendment does not effect a change in the amount of stated capital of the Corporation.

DATED: September 8, 1982.

INTECOM INC.

By


C. Michael Bowen, President

By


Howard R. Miller, Secretary

THE STATE OF TEXAS)
)
COUNTY OF DALLAS)

I, the undersigned Notary Public, do certify that on the 8th day of September, 1982, personally appeared C. Michael Bowen, known to me to be the President, and Howard R. Miller, known to me to be the Secretary, of the Corporation, who being by me first duly sworn, declared that they are the persons who signed the foregoing document and that the statements contained therein are true.

My Commission Expires:

6/15/85

Ann Winnette
Notary Public in and for
The State of Texas

Ann Winnette
(Type or Print Name)



ARTICLES OF CORRECTION
TO THE ARTICLES OF INCORPORATION
OF
INTECOM, INC.
(the "Corporation")

FILED
In the Office of the
Secretary of State of Texas
SEP 13 1982

Clerk II U
Corporations Section

Pursuant to the provisions of Article 1307-7.01 of the Texas Miscellaneous Corporation Laws Act, the undersigned corporation adopts the following Articles of Correction to its Articles of Incorporation, which corrects Article I thereof so as to correct the name of the Corporation.

Article I. The name of the Corporation is Intecom, Inc.

Article II. The document to be corrected by these Articles of Correction is the Articles of Incorporation of the Corporation as filed in the Office of the Secretary of State of Texas on September 8, 1978.

Article III. Article I of the Articles of Incorporation incorrectly states the name of the corporation as Intecom, Inc.; the comma between "Intecom" and "Inc." was inserted in error and the lower case "c" in "Intecom" should have been an upper case "C".

Article IV. Article I of the Articles of Incorporation is hereby corrected to read in its entirety as follows:

ARTICLE I

NAME

The name of the corporation is InteCom Inc.

Dated: September 9, 1982.

By: C. Michael Bowen
C. Michael Bowen, President

By: Howard R. Miller
Howard R. Miller, Secretary

STATE OF TEXAS §

COUNTY OF DALLAS §

I, the undersigned Notary Public, do certify that on the 9 day of September, 1982, personally appeared C. MICHAEL BOWEN, known to me to be the President, and HOWARD R. MILLER, known to me to be the Secretary, of the Corporation, who being by me first duly sworn, declared that they are the persons who signed the foregoing document and that the statements contained therein are true.

Ron Winnette

Notary Public in and for
the State of Texas

My Commission Expires:

6/15/85

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
INTECOM INC.

FILED
In the Office of the
Secretary of State of Texas

MAR 28 1983

Clerk II U
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment of its Articles of Incorporation, which amend Article IV thereof so as to change the number of shares which the Corporation has authority to issue.

ARTICLE ONE. The name of the Corporation is InteCom Inc.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on March 23, 1983:

ARTICLE IV of the Articles of Incorporation is hereby amended so as to read in its entirety as follows:

"ARTICLE IV

SHARES

The aggregate number of shares which the Corporation has authority to issue is Sixty Million (60,000,000) shares, no par value. The shares are designated as common stock and have identical rights and privileges in every respect."

ARTICLE THREE. The number of shares of the Corporation outstanding and entitled to vote at the time of such adoption was 13,537,720 shares of common stock.

ARTICLE FOUR. The number of shares voted for the amendment was 12,100,038, and the number of shares voted against the amendment was 5,076.

ARTICLE FIVE. The said amendment does not involve any exchange, reclassification or cancellation of issued shares of the Corporation.

ARTICLE SIX. The said amendment does not effect a change in the amount of stated capital of the Corporation.

DATED: March 23, 1983.

INTECOM INC.

By 
C. Michael Bowen, President

By 
Howard R. Miller, Secretary

THE STATE §
 §
OF TEXAS §

SWORN TO BEFORE ME, the undersigned, a Notary Public in and for the State of Texas, on this day personally appeared C. Michael Bowen, President of InteCom Inc., known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said InteCom Inc., a Corporation, for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 24 day of March, 1983.

My Commission Expires:

6/15/85

Pam Winnette

Notary Public in and for
the State of Texas