



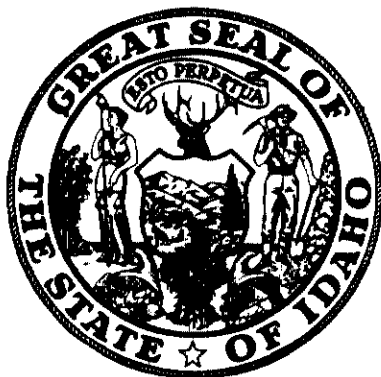
**CERTIFICATE OF INCORPORATION
OF**

BOISE DATA, CORP.

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 the above named corporation, 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: November 29, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

Boise Data, Corp.

NOV 29 4 04 PM '88
SECRETARY OF STATE

A Close Subchapter S Corporation

Boise Data, Inc. elects to be taxed as a Subchapter S Corporation under the Internal Revenue Code.

THE UNDERSIGNED incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE I - NAME

The name of this corporation is BOISE DATA, CORP.

ARTICLE II - PURPOSES

The purposes for which this corporation is organized are:

a. Research and develop, wholesale, retail, and distribute BOISE DATA, CORP. (B.D.C.) products.

b. To import, export, buy, sell, handle, distribute, service, lease, trade, contract, subcontract and generally trade and deal in and with, wholesale and retail, data, information, computer hardware, computer software, write, create, research and develop, computers, computer systems, computer programs for any and all types, purposes, and to maintain, repair, computers; computers, data, supplies and equipment of every kind and description, and similar articles, substances, and products of every kind and character, for any

and all purposes; and to purchase and acquire licenses or other rights in respect to, and to sell and generally deal in and with, or turn to account, formulae, secret processes, and other information of all kind relating thereto, whether patented or not, and trademarks, trade names, and goodwill pertaining to any thereof. Participate or otherwise engage in any business lawful throughout the State of Idaho, and other states and nations, when and as authorized by law, and to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III - DURATION

The duration of this corporation is PERPETUAL.

ARTICLE IV - REGISTERED OFFICER AND AGENT

The address of the corporation's initial registered office in the State of Idaho is 999 Federal Way, City of Boise, County of Ada, 83705. The name of the corporation's initial registered agent at such address is Jim Hawkins.

ARTICLE V - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 2,000 shares of no par value stock. All stock of the corporation shall be of the same class, common, and shall have the same right and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE VI - SHAREHOLDER RIGHTS

The number of stockholders of the Corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than 30 persons. The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall not have preemptive rights to acquire unissued shares of the stock of this corporation.

a. At each election of Directors, every shareholder entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VII - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is ^{two} ~~three~~. The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualify, are:

Jim Hawkins 999 Federal Way, Boise, Idaho 83705.

Murrell Bruce 999 Federal Way, Boise, Idaho 83705.

ARTICLE IIX - INCORPORATOR

Jim Hawkins 999 Federal Way, Boise, Idaho 83705.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE X - TRANSFER OF STOCK

All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by the Corporations by-laws, Idaho State law, the Securities and Exchange Commission and The Internal Revenue Code. No Stockholder shall do any act (including the sale or transfer of such Stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as a Subchapter S Corporation.

ARTICLE XI - PUBLIC OFFERING

The Corporation shall make no public offering of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

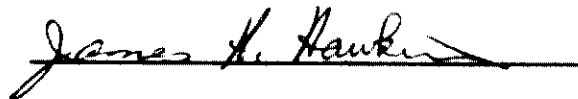
ARTICLE XII - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation,

firm, association or entity in which one or more of its Directors are directors or are officers of, or are financially interested in, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, of a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

Executed in duplicate on this day 29 , of November, 1988.

A handwritten signature in cursive script, appearing to read "James H. Hawkin", is written over a horizontal line.

Signature of Incorporator