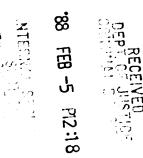


State of DELAWARE

Office of SECRETARY OF STATE





	Hulil Horhers
	Michael Harkins. Secretary of State
BY:	m. Magnilla
DATE:	May 20, 1987

FILED

CERTIFICATE OF INCORPORATION

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HAPPLAN M

INTERNATIONAL DEVELOPMENT SYSTEMS, INC.

FIRST: The name of the corporation is INTERNATIONAL DEVELOPMENT SYSTEMS, INC.

SECOND: It's registered office in the State of Delaware is to be located at 1207 King Street, Wilmington, New Castle County, Delaware. The registered agent in charge thereof is FRANK O'DOMMELL, ESQUIRE, Wilmington, Delaware.

THIRD: The nature of the business or purposes to be conducted or promoted is: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Less of Deleware.

FOURTH: The amount of total authorized capital stock in this corporation is One Thousand (1,000) shares, no par value.

FIFTH: The name and address of the incorporator is as follows:

FRANK O'DOWNKLL, ESQUIRE O'Donnell & Garrett 1207 King Street Wilmington, Delaware 19899

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation;

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation;

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole Board, to des ere committees, each committee to consist of two or por tectors of the corporation. The Board may designate e sectors as alternate members of any committee, who may set post or disqualified member at any meeting of the conmittee. mittee, to the extent provided in the resolution or in the corporation, shall have and may exercise the powers of the Dectors in the management of the business and affairs poration, and may authorise the seal of the corporation to be a all papers which may require it; provided, however, the by-laws govide that in the absence or disqualification of any mamber of a mittee or committees, the number of members thereof present at a Meting and not disqualified from voting, whether or not he or the institute a quorum, may unanimously appoint another member of the Bear Directors to act at the meeting in the place of any such absen Magualified member.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding, having power given at a stockholders' meeting duly called upon such the required by statute, or when authorized by the written consense holders of a majority of the voting stock issued and outstanding the holders of a majority of the voting stock issued and outstanding the holders of a majority of the voting stock issued and outstanding the holders of a majority of the voting stock issued and outstanding the holders of the corporation, including its good will and its corporation may consist in whole or in part of money or property, includes of stock in and/or other securities of, any other corporations, as its Board of Directors shall deem expedient and for interests of the corporation.

BIGHTH: The corporation is to have perpetual existence.

BIGHTH: Meeting of stockholders may be held within the State of Delaware, as the by-laws may provide. The help perpetual existence is a provision of the help perpetual existence in the help perpetual existence is a substant of the state of Delaware at such place or places as a lightest from time to time by the Board of Directors or in the by the corporation. Election of Directors need not be written by the by-laws of the corporation shall so provide.

MINTH: The corporation reserves the right to amend, alter, heads or repeal any provision contained in this Certificate of the provision or in the manner now or hereafter prescribed by statute, all rights conferred upon stockholders herein are granted subject to the reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true and accordingly have hereunto set my Hand and Seal this day of , A.D. 1986.

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STATE OF DELAMARE)
HEN CASTLE COUNTY)

BE IT REMEMBERED, that on this | day of July , A.D. 1986, personally came before me, a Notary Public for the State of Delaware, PRANK O'DOMNELL, ESQUIRE, the party of the foregoing Cortificate of Corporation, known to me personally to be such, and acknowledged the said Cortificate to be the act and deed of the signer and that the facts herein stated are type.

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