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FILED

In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

OF

MAY 5 1993

PACIFIC SOFTSCAPE INC.

March Fong Eu
MARCH FONG EU, Secretary of State

I

The name of this corporation is Pacific SoftScape Inc.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

(a) Liabilities of Directors. The liability of directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(b) Indemnification Generally. This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its stockholders through bylaws provisions or through agreements with agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

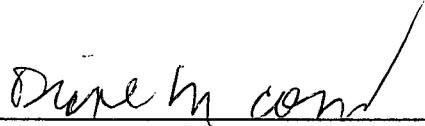
IV

The name and address in the State of California of this corporation's initial agent for service of process is:

Raymond Frericks
117 Pacific Street, #103
Santa Monica, California 90405

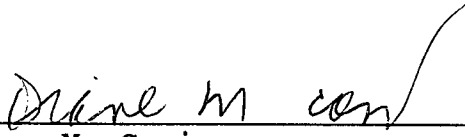
This corporation is authorized to issue only one class of shares of stock designated as "Common Stock". The total number of shares of Common Stock which this corporation is authorized to issue is one million (1,000,000).

Dated: May 5, 1993



Diane M. Comi, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



Diane M. Comi