ARTICLES OF INCORPORATION OF CIM VISION INTERNATIONAL CORPORATION

FILED
In the office of the Secretary of Secr

ARTICLE I. Name

The name of the corporation is CIM Vision International Corporation

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ARTICLE II. Purpose

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.

ARTICLE III. Directors

The number of Directors of the corporation is 3.

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE IV. Agent for Service of Process

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

Sundaresh V. Ramayya 6315 Green Valley Circle Suite 310 Culver City, California 90230

ARTICLE V Indemnification

The corporation is authorized, to the fullest extent permissible under California law, to indemnify its agents (as defined in Section 317 of the California Corporations Code), whether by bylaw, agreement or otherwise, for breach of duty to this corporation and its shareholders in excess of that expressly permitted in Section 317 and to advance defense expenses to its agents in connection with such matters as they are incurred, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.

ARTICLE VI

The corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 1,000,000.

Dated: February 26, 1993

Sundareth V. Ramayya

Sundaresh V. Ramayya

I declare that I am the person who executed the foregoing Articles of Incorporation, and that this instrument is my act and deed.



6315 Green Valley Circle Suite #310 Culver City, CA 90230 Phone: (310) 649-6762

Secretary of State Corporate Filing Division 1230 "J" Street Sacramento, CA 95814

Dear Secretary of State:

As Secretary of CIM Vision, Inc., a California Corporation, please note that CIM Vision, Inc. has adopted a resolution authorizing the incorporators' of CIM Vision International Corporation, use of the phrase "CIM Vision" as part of their proposed corporate name. Therefore, please waive the normal name clearing requirements for this new corporate entity.

Your assistance in this matter is appreciated.

Sundaresh V. Ramayya

Secretary

Dated: February 26, 1993