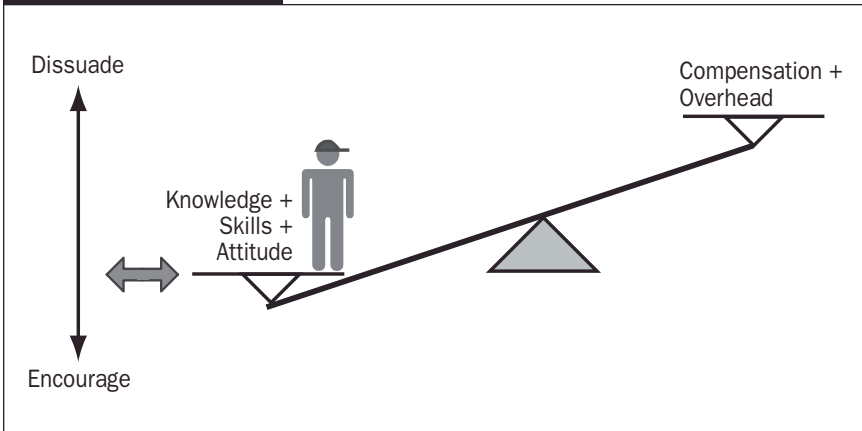


EXHIBIT 3.1



In the context of Knowledge Management, ERM is about managing the relationship between knowledge workers and management, with each contributing to and receiving something from the relationship. Whereas knowledge workers expect compensation for their contributions, corporate management expects demonstrable value and a degree of loyalty. A management that simply follows the wishes of knowledge workers rather than directs them can result in an unwieldy situation in which the “inmates are running the asylum.”

In profitable business operations, managing knowledge worker relationships entails saying yes to some knowledge worker demands or requests and no to others, and regularly evaluating the value added by knowledge workers. Companies accrue costs related to ongoing relationships with knowledge workers, regardless of whether those workers add significant value to the company. For example, there is the cost of overhead, which normally includes direct compensation, benefits, social security contributions, physical space, management supervision, human resource services, equipment rental, and education, among others. There is also lost opportunity cost because corporate resources may be used on one knowledge worker at the expense of a potential hire. A key issue in