

<u>Title</u>	<u>Name</u>	<u>Address</u>
Vice-Presidents	Richard J. Jablonski	Election Systems & Software, Inc. 11208 John Galt Blvd. Omaha, NE 68137
	Michael D. Devereaux	Election Systems & Software, Inc. 11208 John Galt Blvd. Omaha, NE 68137
	Robert A. Gilbreath	Election Systems & Software, Inc. 11208 John Galt Blvd. Omaha, NE 68137
	Pat R. Squires	Election Systems & Software, Inc. 11208 John Galt Blvd. Omaha, NE 68137
	John S. Groh	Election Systems & Software, Inc. 11208 John Galt Blvd. Omaha, NE 68137
	Michael P. Lomas	Election Systems & Software, Inc. 11208 John Galt Blvd. Omaha, NE 68137
	Robert P. Hostetler	Election Systems & Software, Inc. 3739 National Drive, Suite 125 Raleigh, NC 27612
Directors	Todd Urosevich	Election Systems & Software, Inc. 11208 John Galt Blvd. Omaha, NE 68137
	William Welsh II	Election Systems & Software, Inc. 11208 John Galt Blvd. Omaha, NE 68137
	Jim Lane	21285 Oldgate Road Elkhorn, NE 68022

- 10 The aggregate number of shares authorized to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class. (attach list if necessary)

Number of Shares	Class	Series	Par Value Per Share
1,500,000	Common		\$1
500,000	Preferred	A	\$1

- 11 The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class. (attach list if necessary)

Number of Shares	Class	Series	Par Value Per Share
705,115	Common		\$1
160,000	Preferred		\$1

- 12 The name and address of each person owning at least 5% of the shares, or 5% of any class of shares, and the percentage of the shares or class of shares owned by that person (attach list if necessary):

AIS Investors, Inc 89%

William F. Welsh II 7%

Dated December 11, 19 97

Election Systems & Software, Inc.

Exact Corporate Name

By:

W.F. Welsh
Its President or Vice President

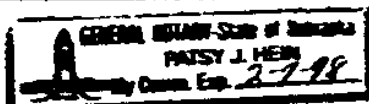
and By:

Patsy J. Hein
Its Secretary or Assistant Secretary

STATE OF Nebraska
COUNTY OF Douglas

Richard J. Jablonski says on oath or affirms that he (or she) has read the foregoing document and believes all statements made in the document are true.

SUBSCRIBED AND SWORN to or affirmed before me at Omaha, NE
on December 11, 1997



NOTARY SEAL

Patsy J. Hein
Notary Public
My Commission Expires Feb 2, 1998

DEC 2 2 1997

Department of Commerce
and Economic Development

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 10.06.730 of the Alaska Corporations Code, the undersigned corporation applies for a Certificate of Authority and, for that purpose, submits the following statement:

1. The legal name of the corporation: Election Systems & Software, Inc.
2. The assumed name elected to use in Alaska (used only if the legal name is unavailable):
The legal or assumed name of the corporation must contain the word "Corporation," "Company," "Incorporated," or "Limited" or an abbreviation of these words.
3. The corporation is incorporated under the laws of Delaware
4. The date of incorporation: 4/25/88
and the period of duration: Perpetual
5. The mailing address of the principal administrative offices of the corporation:
11208 John Galt Blvd., Omaha, NE 68137
6. The name of the corporation's registered agent in Alaska, and the agent's physical address (a mailing address must also be given if different from the physical address): C T CORPORATION SYSTEM
c/o C T Corporation System, 801 West Tenth Street, Suite 300,
Juneau, AK 99801
7. The purpose the corporation proposes to pursue in the transaction of business in Alaska:
SPECIFIC Optical Ballot Counting machines - provide elections
SUPPORT SERVICES TO VARIOUS GOVERNMENTAL UNITS
SIC Code: Primary 5900 Secondary _____ OTHER _____
8. The names and addresses of the directors and officers (attach list if necessary):

DIRECTORS

1.	<u>Michael McCarthy</u>	<u>1125 S. 103rd St., Ste 450, Omaha, NE 68124</u>
2.	<u>John Gottschalk</u>	<u>World Herald Square, Omaha, NE 68102</u>
3.	<u>William Kernen</u>	<u>World Herald Square, Omaha, NE 68102</u>

OFFICERS

PR	<u>William F. Welsh II</u>	<u>11208 John Galt Blvd., Omaha, NE 68137</u>
VP	<u>Todd V. Urosevich</u>	<u>11208 John Galt Blvd., Omaha, NE 68137</u>
SY	<u>Richard J. Jablonski</u>	<u>11208 John Galt Blvd., Omaha, NE 68137</u>
TR	<u>Richard J. Jablonski</u>	<u>11208 John Galt Blvd., Omaha, NE 68137</u>
9. Attach as Exhibit A the name and address of each alien affiliate and the percentage of outstanding shares controlled by each alien affiliate, and a specific description of the nature of the relationship between the corporation and its alien affiliates. If none, indicate in the space provided:
No alien affiliate None Exhibit A attached None

State of Alaska
Department of Commerce and Economic Development
Division of Banking, Securities and Corporations

**CERTIFICATE
OF
AUTHORITY**

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that an Application for Certificate of Authority to transact business in this state, duly signed and verified pursuant to the provisions of the Alaska Corporations Code, has been received in this office and has been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues this Certificate of Authority to

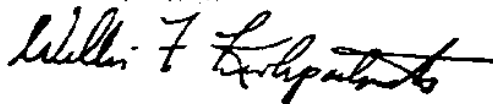
ELECTION SYSTEMS & SOFTWARE, INC.

to transact business in this state under the name of

ELECTION SYSTEMS & SOFTWARE, INC.

and attaches hereto the original copy of the application for such Certificate.

**IN TESTIMONY WHEREOF, I execute this certificate
and affix the Great Seal of the State of Alaska on
DECEMBER 22, 1997**



Willis F. Kirkpatrick
Designee for the Commissioner of Commerce
and Economic Development