

State of Idaho

Department of State

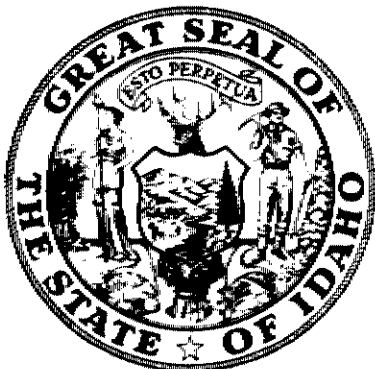
CERTIFICATE OF AUTHORITY OF

STARS TO GO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of STARS TO GO, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to STARS TO GO, INC. to transact business in this State under the name STARS TO GO, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated September 11, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Lucy J. Clark
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

- The name of the corporation is STARS TO GO, INC.
- The name which it shall use in Idaho is _____
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
- It is incorporated under the laws of Delaware
- The date of its incorporation is May 4, 1987 and the period of its duration is perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801
- The address to which correspondence should be addressed, if different from that in item 5. 4751 Wilshire Boulevard, Suite 140, Los Angeles, California 90010
- The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
- The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To provide rental video services and to engage in any lawful act or activity for which corporations may be formed.
- The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Jerry R. Welch</u>	<u>President/ Director</u>	<u>4751 Wilshire Boulevard, Suite 140 Los Angeles, California 90010</u>
<u>James G. Dalley</u>	<u>Exec. Vice Pres./Secy./Treas./ Director</u>	<u>4751 Wilshire Boulevard, Suite 140 Los Angeles, California 90010</u>
<u>Fred J. Atchity, Jr.</u>	<u>Director</u>	<u>4751 Wilshire Boulevard, Suite 140 Los Angeles, California 90010</u>
<u>Bernard R. Horton</u>	<u>Director</u>	<u>4751 Wilshire Boulevard, Suite 140 Los Angeles, California 90010</u>
<u>Herbert M. Kohn</u>	<u>Director</u>	<u>4751 Wilshire Boulevard, Suite 140 Los Angeles, California 90010</u>

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: August 21, 1987

STARS TO GO, INC.

(Corporation Name)

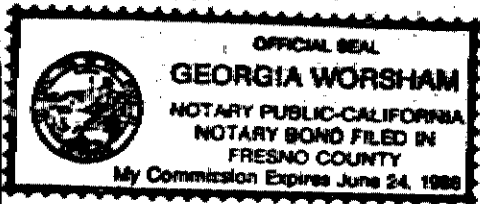
By Jerry R. Welch Jerry R. Welch
 Its President / ~~Vice President~~

and James G. Dailey James G. Dailey
 Its Secretary / ~~Assistant Secretary~~

STATE OF California)
)
 COUNTY OF Los Angeles) ss:

I, Georgia Worsham, a notary public, do hereby certify that on
 this 21 day of August, 19 87, personally appeared before
 me Jerry R. Welch, who being by me first duly sworn, declared that (s)he
 is the President of STARS TO GO, INC.

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.



Georgia Worsham
 Notary Public

State of Delaware

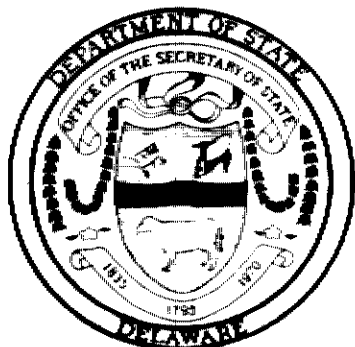


SECRET
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY STARS TO GO, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11385926
DATE: 09/03/1987