



Department of State.

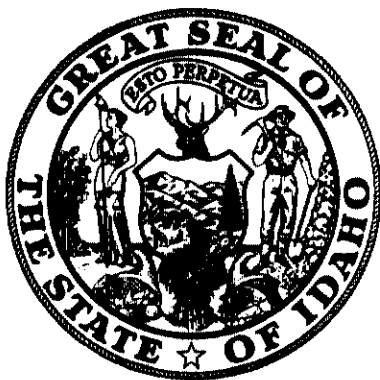
**CERTIFICATE OF INCORPORATION
OF**

HERZINGER & CO., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 11, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zebala*

RECEIVED
OFFICE OF STATE
ARTICLES OF INCORPORATION

OF

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HERZINGER & CO., INC.

The undersigned, acting as incorporators of Herzinger & Co., Inc., a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Herzinger & Co., Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(A) To convert from a sole proprietorship to a corporation the existing business as specialty wholesalers of books, cassettes, and related items which has been and which will continue to be conducted in the Western United States. The business will include a book, cassette, and related inventory, together with accounts receivable.

(B) To purchase books, cassettes, and related items both for its own account and as agent; to inventory books, cassettes, and related items. To offer books, cassettes, related items and other items of personal property for sale either on the account of the corporation or as agent for others.

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1 (C) To carry on any other kind of business or business
2 activities that the Board of Directors may from time to time deem
3 to be advisable or proper in connection with the business.

4 (D) To purchase, lease, own, sell, mortgage, sublease,
5 and otherwise acquire lands, buildings, easements of property, real
6 and personal, which may be requisite for the purposes or are
7 capable of being conveniently used in connection with any of the
8 objects of this corporation, and to enter into, make, perform and
9 carry out contracts of every sort and kind with any person, and to
10 acquire and take over the good will, property, rights, franchises
11 and assets of every kind and the liabilities of any person, firm,
12 association, or corporation, either wholly or in part, and to pay
13 for the same in cash, stocks or bonds of the corporation, or
14 otherwise.

15 (E) To transact any and all lawful business for which
16 corporations may be incorporated under the Idaho Business
17 Corporation Act.

18 **FOURTH:** The aggregate number of shares which the
19 corporation shall have authority to issue is:

<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
Common	5,000 Shares	\$100/share	\$500,000

22 **FIFTH:** Provisions denying preemptive rights are: None.

23 **SIXTH:** Provisions for the regulation of the internal
24 affairs of the corporation are: As set forth in the Bylaws.

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SEVENTH: The address of the initial registered office
1020 Main
of the corporation is Post Office Box 589, Buhl, Idaho, 83316-0589,
and the name of the initial registered agent at such address is
Michael H. Felton, Esq.

EIGHTH: The number of the directors constituting the initial Board of Directors of the corporation is two (2). This number may be changed by the Bylaws of the corporation, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Norman S. Herzinger	P.O. Box 456 Clackamas, OR 97015
Helen R. Herzinger	P.O. Box 456 Clackamas, OR 97015

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Norman S. Herzinger	P.O. Box 456 Clackamas, OR 97015
Helen R. Herzinger	P.O. Box 456 Clackamas, OR 97015

DATED this 17 day of December, 1990.

HERZINGER & CO., INC.

BY Norman S. Herzinger
NORMAN S. HERZINGER, President

1 ATTEST:

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3 Helen R. Herzinger
HELEN R. HERZINGER, Secretary

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5 STATE OF OREGON)
6 : ss
County of Clackamas)

7 On this 17th day of December, 1990, before me, the
8 undersigned, a Notary Public in and for said County and State,
9 personally appeared NORMAN S. HERZINGER and HELEN R. HERZINGER,
10 known or identified to me to be the persons whose names are
11 subscribed to the foregoing instrument as President and Secretary
12 of Herzinger & Co., Inc., and acknowledged to me that they executed
13 the same.

14 IN WITNESS WHEREOF, I have hereunto set my hand and
15 affixed my official seal the day and year last above written.

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Lisa R. Cornely
Notary Public for State of Oregon
Residing at Clackamas
My Commission Expires: 7-2-93

16 STATE OF OREGON)
17 : ss
18 County of Clackamas)

19 I, a Notary Public, do hereby certify that on this
20 day of December, 1990, personally appeared before me NORMAN S.
21 HERZINGER, who, being by me first duly sworn, declared that he is
22 the President of Herzinger & Co., Inc., that he signed the
23 foregoing document as President of the corporation, and that the
24 statements therein contained are true.

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26
Lisa R. Cornely
Notary Public for State of Oregon
Residing at Clackamas
My Commission Expires: 7-2-93

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