



CERTIFICATE OF INCORPORATION
OF

INTERNATIONAL DATA AND ELECTRONICS ASSOCIATION, 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 _____

INTERNATIONAL DATA AND ELECTRONICS ASSOCIATION, INC.

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: December 4, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Perry Gursaa*

ARTICLES OF INCORPORATION
OF

INTERNATIONAL DATA AND
ELECTRONICS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens and residents of the United States of America, and each over the age of 18 years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this Certificate and Articles of Incorporation for the purposes as follows:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be INTERNATIONAL DATA AND ELECTRONICS ASSOCIATION, INC.

ARTICLE II

PURPOSES AND POWERS

That the purposes for which this corporation is formed are:

1. To manufacture, prepare, warehouse, distribute, sell and deal in audio-electronic computer equipment; to buy, sell, trade, exchange and deal in all such articles and any other articles and merchandise as may from time to time be deemed necessary, proper and expedient in the conduct of such business.
2. To transact the business of investing on behalf of itself and/or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, in selling or otherwise disposing of the same, or any part thereof, or interest therein.
3. To purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.
4. To loan money on any stock, bond, debenture, participation, certificate, contract or other writing, or personal property, or upon the security of real estate, and to collect said loans, together with interest thereon.
5. To purchase, or otherwise acquire, to own, hold, use and enjoy, to improve, lease, mortgage, sell and transfer, exchange or

otherwise dispose of; to invest in, trade in and deal with, and deal in, real estate of every kind and description.

6. To purchase, buy, invest in, guarantee, underwrite, or acquire any note, bond, stock, debenture, participation, security contract, overdraft, claim, judgment, choses in action, real estate, fixtures, furniture, or any other asset not herein enumerated.

7. To sue and be sued, appear and complain and defend in any court of law and equity, or before any Board, Commission or Tribunal.

8. To make secured loans in any amount, and to sell participations in such loans, either with or without recourse, and to hold collateral in connection therewith in trust for the holders of participations, and to hold the evidence of debt in connection with such loans, and to issue evidences of interest of any person, partnership, firm or corporation or association which may purchase any interest in such loan; and to enforce the collection thereof for the benefit of the holders of such participations.

9. To do all things necessary, essential, convenient or proper for the accomplishment of any and all of the aforementioned purposes or the attainment of any and all of the objects above mentioned or incident to the powers herein named, or which shall at any time appear to be conducive or expedient or beneficial to this corporation, and to such end to have any and all powers conferred upon corporations organized under the general laws of the State of Idaho.

ARTICLE III

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The location of the corporation's registered office in this State is 1117 N. Blue Lakes Blvd., Twin Falls, Idaho. The corporation may also maintain offices at such other place or places in the State of Idaho or the United States as the Board of Directors may from time to time decide. The post office address of

the registered office of the corporation shall be 615 Lakeside, Blackfoot, Idaho.

ARTICLE V

CAPITAL STOCK

The total authorized capital stock of said corporation shall be divided into 5,000 shares of the par value of \$1.00 each, and all of such capital stock shall be common stock.

ARTICLE VI

MANAGEMENT

Management of the corporation shall vest in a Board of Directors consisting of at least three (3) members. The directors elected at the annual meeting of stockholders and the number of directors to serve shall be decided at the annual meeting of the stockholders as provided in the By-Laws and in the manner and method therein provided.

ARTICLE VII

REGISTERED AGENT

The Registered Agent of this corporation in the State of Idaho is Robert N. Hancock, ^{R/O as per Sma} 615 Lakeside, Blackfoot, Idaho 83221.

ARTICLE VIII

DIRECTOR'S MEETINGS

The meeting of the Board of Directors may be held at the principal office of the corporation in this State or at such other place or places within or without this State for the transaction of any business of the corporation as the Directors shall constitute a quorum and the act of the majority of the Directors shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

ARTICLE IX

INITIAL DIRECTORS

The Initial Directors of the corporation together with their addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert N. Hancock	615 Lakeside, Blackfoot, Idaho
Shaunna M. Hancock	615 Lakeside, Blackfoot, Idaho
Lawrence W. Hardy	375 Jefferson, Twin Falls, Idaho

ARTICLE X

INCORPORATORS

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>COMMON STOCK</u>
Robert N. Hancock	615 Lakeside Blackfoot, ID 83221	3,000
Shaunna M. Hancock	615 Lakeside Blackfoot, ID 83221	-0-
Lawrence W. Hardy	375 Jefferson Street Twin Falls, ID 83301	-0-

All of the subscribers to these Articles of Incorporation are of full age and citizens of the United States of America.

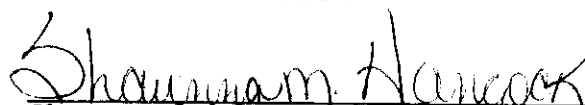
ARTICLE XI

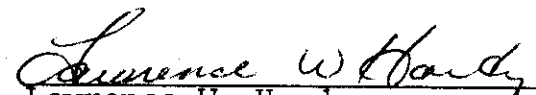
AMENDMENT OF ARTICLES

The Shareholders of this corporation may amend, alter, add to, change or repeal any provisions contained in these Articles of Incorporation in the manner provided by law, such change to be accomplished by a two-thirds (2/3) vote of the Shareholders.

IN WITNESS WHEREOF, we as the incorporators and each of us have hereunto set our hands and seals this 17th day of November, 1981.


Robert N. Hancock

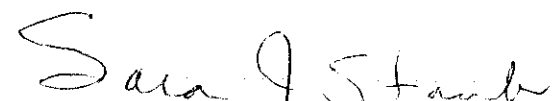

Shaunna M. Hancock


Lawrence W. Hardy

STATE OF IDAHO)
): ss.
County of Bingham)

On this 17th day of November, 1981, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared ROBERT N. HANCOCK and SHAUNNA M. HANCOCK, known to me to be the persons whose names are subscribed to the within and foregoing certificate and Articles of Incorporation which they acknowledged to me that they executed as their free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for State of Idaho
Residing at Blackfoot

My cmn exprs: LIFE


STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 17th day of November, 1981, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared LAWRENCE W. HARDY, known to me to be one of the persons whose names are subscribed to the within and foregoing certificate and Articles of Incorporation which he acknowledged to me that he executed as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

My com expires:

7-13-85



Notary Public for State of Idaho
Residing at Twin Falls