

State of Idaho

Department of State

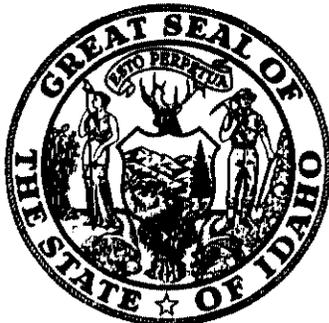
CERTIFICATE OF INCORPORATION OF

CHARLIE ROSE CORPORATION

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: December 23, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature] *[Signature]*

State of Idaho

Office of Secretary of State

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ARTICLES OF INCORPORATION 92 DEC 23 AM 8 38
OF
CHARLIE ROSE CORPORATION

The undersigned, natural person, being of legal age, for the purpose of forming a corporation under the "The General and Business Corporation Law of Idaho" adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is: **CHARLIE ROSE CORPORATION**

ARTICLE TWO

The address, including the street and number, of the corporation's initial registered office in this state is 503 South River, Halley, Idaho, 83333, with the mailing address at P.O. Box 631, Bellevue, Idaho, 83313 and the name of its register agent is Charlotte R. Smith.

ARTICLE THREE

The aggregate number, class and par value, of the shares which the corporation shall have authority to issue shall be 1,000,000 shares of common stock at no par value.

There are no preferences, qualification, limitations, restrictions, special or relative rights, including convertible rights.

ARTICLE FOUR

There shall be no pre-emptive rights in said corporate stock.

ARTICLE FIVE

The name and place of residence of the incorporator is:

Charlotte R. Smith, 503 South River, Halley, Idaho, 83333

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ARTICLE SIX

The number of directors to constitute the first board of directors is Three (3). Thereafter the number of directors shall be fixed by, or in the manner provided in the bylaws. Any changes in the number will be reported to the Secretary of State within thirty (30) calendar days of such change. Those directors are:

Charlotte R. Smith, 503 South River, Halley, Idaho, 83333
Joseph N. Dilworth, 503 South River, Halley, Idaho, 83333
M.K. Ebeling, 62 Lane Ranch Rd., Sun Valley, Idaho, 83353

ARTICLE SEVEN

The duration of the corporation is perpetual.

ARTICLE EIGHT

The corporation is formed for the following purposes:

1. To create, own, conduct, hold and develop a company dealing in the design, production, performance, presentation, marketing, distribution, and sale of all types of music, and related areas and items, including but not limited to enter into agreements for composership of music and/or authorship of lyrics of musical compositions and/or arranger of music in the public domain in the form of cassette, compact disc, sheet music, video and all types of stage and other performances.
2. To create, own, conduct, hold and develop a company dealing in the production, purchase, preparation, packaging, marketing, distribution, and sale, of other items or commodities.
3. To own, hold real estate, to build, construct, erect, rent or lease buildings and structures of all types, and to buy, sell operate, maintain, repair and/or rebuild same.
4. To acquire, hold, own, buy, sell transfer and otherwise dispose of patent rights, trademarks, copyrights, licenses, franchises, permits and other evidences of right.

5. To enter into, make, perform, and carry out contracts of every sort and kind, and for any lawful purpose, with any person, firm, association or corporation, whether public, private or municipal or body politic, and with the Government of the United States, or any state, territory or colony thereof, or any foreign country.

6. To act as principal, agent, broker, dealer, or in any representative capacity for individuals, companies, and in transacting the business that is authorized herein.

7. To organize, maintain and service all types of franchises and companies both within and without the United States, in accord with the law.

8. To do any and everything necessary or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove enumerated, either for itself or as agent for any person, firm, or corporation, either alone or in association with other corporations, or with any firm or individual; to engage in any other lawful business or operation deemed advantageous or desirable, and to do any and all incidental to, growing out of, or germane to any of the foregoing purposes or objects, and to have and exercise all of the powers and rights conferred by the laws of the State of Idaho upon corporations formed under the Act hereinabove referred to and all acts amendatory thereof and supplemental thereto, it being expressly provided that the foregoing clauses shall be construed both as objects and powers and shall be in furtherance and not in limitation of the powers conferred by the laws of the State of Idaho and that the foregoing enumeration of specific powers shall not be held to alter or restrict in any manner the general powers of this corporation.

ARTICLE NINE

The By-Laws of the corporation may be changed by an unanimous vote of the corporate Board of Directors.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 1st day of December, 1992.



Incorporator

Charlotte R. Smith.