



CERTIFICATE OF INCORPORATION
OF

VIDEO MEMORIES, INC.

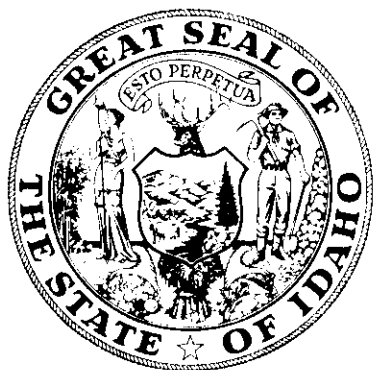
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

VIDEO MEMORIES, 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: *April 26, 1983*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION OF
VIDEO MEMORIES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and at least two-thirds of us being citizens of the United State, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation is: VIDEO MEMORIES, INC.

ARTICLE II

SECTION 1: The purposes and objectives of the corporation to transact, promote, and carry on shall include but not be limited to the following:

- A) To conduct a business utilizing video and related equipment for photographing, editing, transcribing and publishing events including but not limited to public or private functions such as weddings, aniverseries, meetings, receptions, and similar activities whether for use as personal or for business purposes by the person requesting the services.
- B) To negotiate for and enter into all types of contracts with individuals, partnership, and other corporations, or otherwise, as may be necessary and proper to affect its purposes and to conduct its proper business.
- C) To operate, conduct, finance, or manage any and all types of manufacturing, assembling, or servicing business.
- D) To carry on a general industrial business; to buy, sell, exchange, lease, rent, hold, transfer, or otherwise deal in and with all types of industry, or otherwise deal and with any and all types of property, both real and personal either on its own account or as agent or broker for others.

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- E) To open and maintain offices and agencies in the State of Idaho or elsewhere, for the purpose of transacting and carrying on the business which this corporation is empowered to do.
- F) To purchase, acquire, erect, and construct, or make improvements to buildings for the use of this corporation or others or for rental or resale.
- G) To borrow money and contract debts, when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to draw, make, accept, indorse, discount, execute, underwrite, and issue promissory notes, bills of exchange, warranties, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, payable at specific time or times, or payable upon the happening of a specific event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed or in payment for property purchased, or acquired, or for any other lawful purpose.
- H) To act as agent or custodian for others in handling and dealing with real estate and any and all interests therein; to conduct a property management business for itself and other; to collect rents and taxes, rent and lease property, employ persons to manage buildings and other real estate and the improvements thereon; to keep records thereof and rental reports and statements thereon, either for its own use, or for use of, or on account of, other persons or corporations.
- I) To acquire, hold, sell, or otherwise dispose of shares of stock, debentures, bonds, contracts, obligations, securities, and other evidences of indebtedness of this or any other person or corporation, and to sell, discount, pledge, hypothecate, and otherwise dispose of any and all such property.
- J) To enter into joint ventures with any other corporations, associations, co-partnerships, persons, or trustees, for the purpose of holding by purchase or otherwise acquiring real and personal property of every kind and description, including but not limited to the good-will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, debentures, or bonds of this corporation, and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers and rights necessary or convenient to the conduct and management of such business.

- K) To purchase and invest in and to hold, sell, and otherwise deal in stocks, shares, bonds, debentures, or securities of governments, states, municipalities, or corporations, public or private, including both common or preferred stock.
- L) To distribute out of profits earned and on hand such dividends from time to time as the Directors may deem prudent.

SECTION 2: The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific, general, or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby declared that in connection with the above references to pursuits and businesses, this corporation shall have power to carry on other operations incidental to the pursuits mentioned, and shall have and exercise all powers conferred upon corporations generally, and particularly those powers conferred upon corporations for pecuniary profit by the laws of the State of Idaho, and shall have power to do any and all of the things herein set forth to the same extent as natural persons could or might do.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation is as follows:

VIDEO MEMORIES, INC.
4661 Whitaker Road
Pocatello, ID 83202

but it may also carry on its business elsewhere in the State of Idaho, or in any other state of the United States, or elsewhere.

The name and address of the registered agent in Idaho is:

DOUGLAS P. HYDE
4661 Whitaker Road
Pocatello, ID 83202

ARTICLE V

The total authorized number of par value shares is TEN THOUSAND (10,000) shares of the par value of \$1.00 per share for a total authorized capital stock of \$10,000. All authorized shares shall have full voting rights of one (1) vote per share.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
DOUGLAS P. HYDE	4661 Whitaker Road Pocatello, Idaho	500
MELANIE P. HYDE	4661 Whitaker Road Pocatello, Idaho	499
CHARLES R. HYDE	58 Maplewood Pocatello, Idaho	1

ARTICLE VII

The private property of the stockholders of the corporation shall not be liable for the obligations of the corporation, and such stock shall not be assessable in any way or for any purpose.

ARTICLE VIII

SECTION 1: OFFICERS AND DIRECTORS

- A) OFFICERS: The officers of the corporation shall consist of a President, and a Secretary-Treasurer, and such other officers, agents, and committees as the Board of Directors may designate, elect, and appoint and who shall perform such duties and have such authority as usually pertain to such officers in similar corporations, and as may be permitted by the Board of Directors from time to time: providing that the same person may hold both the office of Director and the office of an officer of the corporation at the same time.
- B) QUALIFICATIONS OF OFFICERS: The qualifications of the officers shall be determined by the Board of Directors, and as set forth in the By-Laws of the corporation.

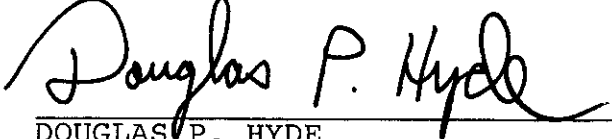
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- C) ELECTION OF OFFICERS: Officers shall be elected at the annual meeting of Directors by a ballot of a majority of the Directors and by a majority of the Directors at such other times as any vacancy occurs.
- D) TERM OF OFFICE FOR OFFICERS: The officers of the corporation shall serve for a term of one (1) year or until a successor is duly elected and qualified.
- E) RESIGNATION OF OFFICERS AND DIRECTORS: Any officer or Director may resign by filing his written resignation with the Secretary of the corporation, or in the case of the resignation of the Secretary, with the President, and upon acceptance thereof by the Board of Directors, the resignation shall become effective. In case the Board of Directors shall neglect to act upon a submitted resignation within fourteen (14) days after its receipt, the resignation shall become effective and the office deemed vacant.
- F) REMOVAL OF OFFICER OR DIRECTOR: Any officer or director of the corporation may be removed at any time in the manner provided in the laws of the State of Idaho for the removal of officers or directors, or by a vote of a majority of the outstanding common stock of the corporation at a meeting of common stockholders called for that purpose.
- G) DIRECTORS OF THE CORPORATION: The corporation shall have the number of directors as the Board of Directors shall from time to time decide. The initial directors of the corporation, together with their Post Office addresses are as follows:
- | | | |
|-----------------|--------------------|------------------|
| DOUGLAS P. HYDE | 4661 Whitaker Road | Pocatello, Idaho |
| MELANIE P. HYDE | 4661 Whitaker Road | Pocatello, Idaho |
- H) MANNER OF ELECTION OF DIRECTORS AND OFFICERS: Directors shall be elected by ballot of the common stock at the meeting of the stockholders, and the persons receiving the highest number of votes shall be declared duly elected.

SECTION 2: A majority of the Directors may adopt By-Laws for the corporation, and may amend and repeal the same from time to time, as they see fit.

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IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 25th day of APRIL, 19 63.


DOUGLAS P. HYDE


MELANIE P. HYDE


CHARLES R. HYDE

STATE OF IDAHO)
 : ss.
COUNTY OF BANNOCK)

On this 25th day of APRIL, 19 63, before me, the undersigned, a NOTARY PUBLIC for the State of Idaho, personally appeared DOUGLAS P. HYDE, MELANIE P. HYDE, and CHARLES R. HYDE, the above named subscribers, known to me to be the persons whose names are subscribed to the written instrument and acknowledged to me that they executed the same.


NOTARY PUBLIC FOR IDAHO
Residing at Pocatello, Idaho

ARTICLES OF INCORPORATION