

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

DANLBERG, INC.

a corporation duly organized and existing under the laws of **Minnesota** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **27th** day of **December** **1960**, a properly authenticated copy of its articles of incorporation, and on the **27th** day of **December** **1960**, a designation of **J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **27th** day of **December**, A.D. 19**60**.

Secretary of State.

UNITED STATES OF AMERICA



I, JOSEPH L. DONOVAN, Secretary of State of the State of Minnesota, do hereby certify that the annexed is a full, true and correct photocopy of **Articles of Incorporation of Dahlberg, Inc., as filed for record in this office on the 14th day of June, 1955 and recorded in Book K-14 of Incorporations at page 115** ---

as the same appears of record in this office, and of the whole thereof.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol in St. Paul, this

21st day of December,

A. D. 19 60.

Joseph L. Donovan
Secretary of State

不共, 115

DAHLBERG, INC.

INC.

The name of the corporation shall be DAHLBERG.

INC.

The duration of the corporation shall be

perpetual.

The purposes and object of the corporation

shall be as follows:

1. To own, operate and conduct the business of procuring, distributing, leasing, buying and selling of all manner, type and form of radio, radio equipment, and radio parts; television sets, television equipment and television accessories; frequency Modulation, known as F/M sets, F/M sets and all parts and equipment relating to the Modulation sets and/or adapters; electronic products, electronic equipment and anything having to do with electronics; and all patents and patent, application for patent, invention, know-how or thing related directly or indirectly to radio, television, and/or Frequency Modulation sets and adapters, and to electronic products, electronic equipment, and anything having to do with

electronics, or the business or industry therein; to establish, install, maintain, operate and lease all kinds of sending and receiving radio and television stations and equipment in hospitals or elsewhere.

2. To engage in any business of procuring, distributing, leasing, handling, repairing, operating, radio equipment, radio sets, radio parts, television sets, television equipment, television parts, Frequency Modulation sets, Frequency Modulation adapters, electro acoustic products, electronic equipment, and all manner, type and thing having to do directly or indirectly with radios, television, Frequency or Frequency Modulation, electro acoustic products, electronic equipment, or anything having to do with electronics, and the process and arts connected or related thereto.

3. To own, operate and conduct any business related to the processing, purchase, sale, or leasing of merchantable property, articles, and things whatsoever, and the business of buying, selling, procuring, leasing of patents, inventions or articles or things relating to any merchantable properties, articles, or things, and to lease, enter into contracts, royalty agreements and the like pertaining thereto.

4. To purchase, lease, exchange or otherwise acquire, hold, own, enjoy, improve, repair, operate, manage, sell, assign, transfer, mortgage, pledge, exchange, use, lease, rent, or otherwise dispose of, to invest in, trade, deal in, or deal with real and personal property of every kind, nature and description.

5. To design, develop, construct, manufacture, use, own, buy, sell, distribute, deal in and otherwise acquire and dispose of equipments, supplies, materials and personal property of every kind, nature and description.

6. To carry out all or any part of the purposes herein expressed as principal, factor, agent, contractor, trustee or otherwise, either alone or in common with any person, partnership, association or corporation, and in any part of the world, and in carrying on its business for the purpose of promoting or furthering any or all of its objects to which

and perform contracts of any kind or description, and to do such acts and things and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise.

7. In furtherance and not in limitation of powers conferred by law, the corporation shall specifically have the power, without limit as to amount, to borrow money, to issue promissory notes, bills of exchange, bonds, debentures, or other obligations in evidence of indebtedness of the corporation from time to time for any of the objects or purposes of the corporation, and to secure the same by note, pledge, deed, trust or otherwise, upon all or any part of its properties, rights and interest, including any and all shares of stock, bonds, debentures, notes, scrip, warrants, certificates, or other obligations or evidence of indebtedness at any time owned by it.

8. The corporation shall specifically have the power without limitation as to purpose, and without reference to the necessities or incidences of accomplishing any one or more of the purposes or objects of the corporation, to acquire, own, hold, transfer, sell, assign, mortgage, pledge, hypothecate, deal in or otherwise acquire, dispose of the shares, bonds, securities and other evidences of indebtedness of any domestic or foreign corporation, business or governmental, including its own.

9. To do any and all acts necessary, proper, convenient or incidental to the carrying on of any of the foregoing purposes, objects, rights, powers or businesses.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the power of this corporation, and are in furtherance of, and in addition to, and not in limitation of, the general powers conferred by the laws of the State of Minnesota.

IV.

The location and post office address of the registered office of the corporation in Minnesota is Golden Valley, Minneapolis 22, Minnesota.

V.

The total number of shares of the corporation shall be Ten Thousand (10,000) and shall be without par value.

At the meeting of the shareholders, every holder of one or more of the shares of common stock of the corporation shall be entitled to one (1) vote for each share held at that time. There shall be a right in such shareholders of cumulative voting.

The shareholders of this corporation by one and their attorneys have the pre-emptive right to subscribe to and purchase the shares of this corporation as may be authorized.

The right of pre-emption shall be exercised by the shareholders of this corporation by filing a written notice with the corporation within the time specified in the notice.

The right of pre-emption shall be exercised by the shareholders of this corporation by filing a written notice with the corporation within the time specified in the notice.

K-119

Arnold R. Dahlberg
4808 East Sunnyslope
Edina, Minnesota

Ralph Campagna
175 Main Street
White Plains, New York

Each shall hold office until the first regular annual meeting of the shareholders and until his successor is elected and has qualified.

VIII.

The names and post office addresses of each of the incorporators are:

Kenneth H. Dahlberg
2500 Lee Avenue
Golden Valley, Minnesota

Arnold R. Dahlberg
4808 East Sunnyslope
Edina, Minnesota

Ralph Campagna
175 Main Street
White Plains, New York

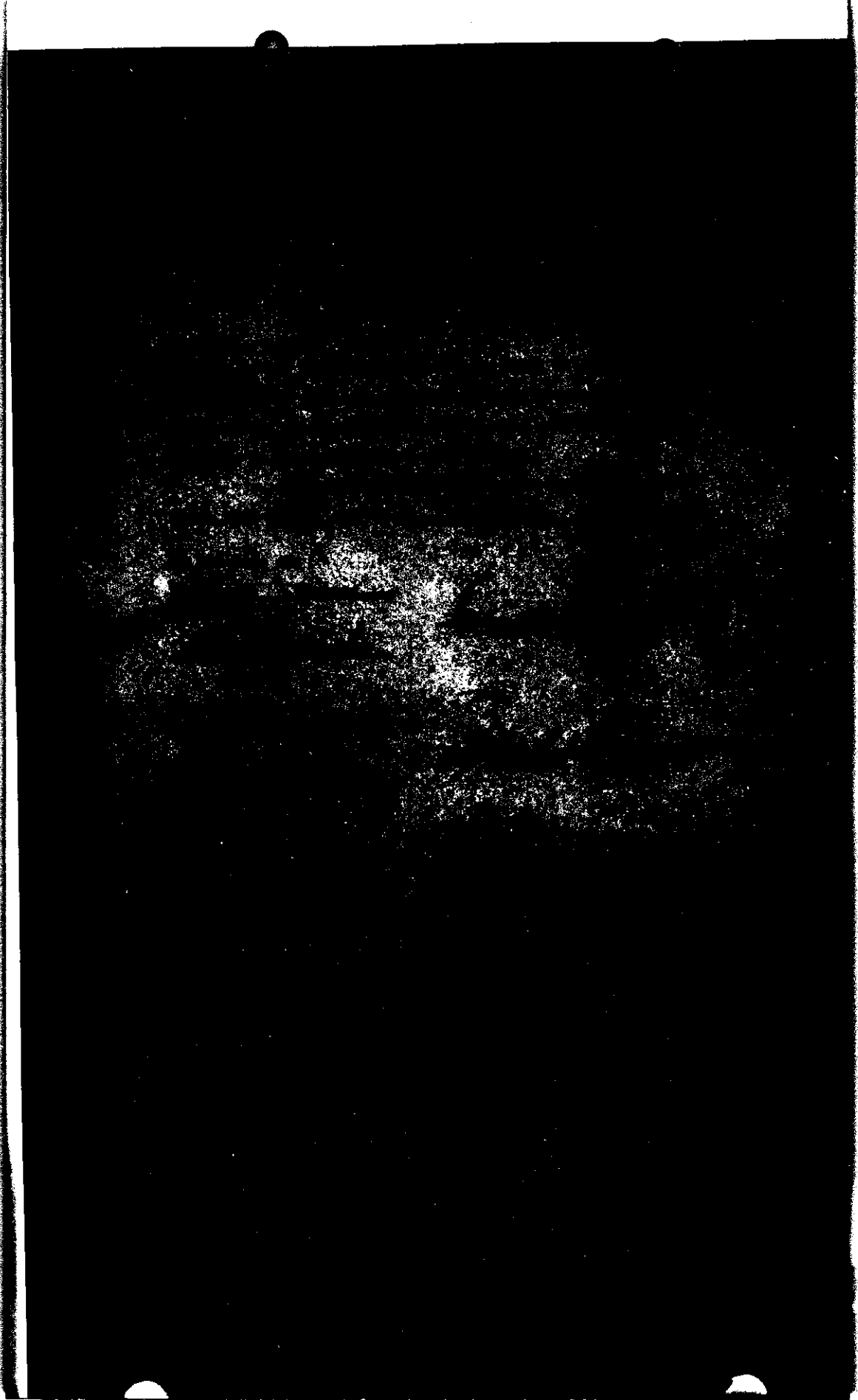
IX.

The number of Directors of this corporation shall not be less than three (3), nor more than seven (7), as may be determined by the shareholders from time to time.

Except for the first Directors herein named, each Director shall hold office for the term of one (1) year and until his successor is elected and qualified.

X.

The Board of Directors of this corporation



named and described as incorporators in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their free act and deed, and for the uses and purposes therein expressed.

[Signature]
Notary Public, Hennepin County, Minn.
My Commission Expires 2-2-1955

(Notarial Seal)

STATE OF NEW YORK)
COUNTY OF WESTCHESTER) ss.

On this 15th day of October, 1954, personally appeared, before me, a Notary Public, within and for the above named County and State, RALPH CAMPBELL, to me known to be the person named and described as one of the incorporators in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same as his free act and deed, and for the uses and purposes therein expressed.

[Signature]
Notary Public, Westchester County, N.Y.
My Commission Expires 1-1-55

(Notarial Seal)

M. GARNER, Notary
Notary Public in the State of N.Y.
Appointed for Westchester County
Commission expires March 1, 1955

STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 14 day of June, A.D. 1954, at 2 o'clock P.M., and was duly recorded in Book K-114 of incorporations, on page 115.

[Signature]
Joseph L. Anderson
Secretary of State

APPR'D & FILED
INDEXED
IND. FILED
DEX. CHECKED