



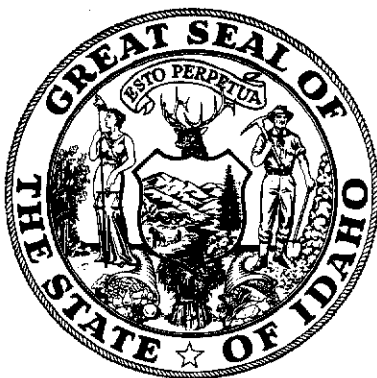
CERTIFICATE OF INCORPORATION
OF

JEFF THOMASON AUDIO SPECIALTIES, 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 6, 1987



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

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JEFF THOMASON AUDIO SPECIALTIES, INC.

SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS That the undersigned,
in order to form a corporation for the purposes hereinafter
stated, under and pursuant to the provisions of the
general corporation laws of the State of Idaho and the
acts amendatory thereof and supplemental thereto, hereby
certify as follows:

FIRST

The name of the corporation is JEFF THOMASON AUDIO
SPECIALTIES, INC.

SECOND

The purpose for which the corporation is organized
is the transaction of any or all lawful business for which
corporations may be incorporated under the Idaho Business
Corporations Act.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name of the registered agent and the location and

post office address of the registered office of the corporation is JEFF THOMASON, 3266 Highwood Place, Meridian, Idaho 83642, respectively.

FIFTH

The amount of the capital stock of this corporation shall be and is 100,000 shares of stock having no par value, which stock shall not be issued until fully paid for, and once so issued shall be nonassessable.

SIXTH

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

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
JEFF THOMASON and PHYLLIS ANN THOMASON, husband and wife	3266 Highwood Pl. Meridian, Idaho 83642	1,000

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of directors of the corporation shall not be less than one (1) nor more than five (5). The initial board of directors shall be two (2) in number, and they shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified. The number of directors may be changed from time to time in the manner specified in the By-laws. The initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
JEFF THOMASON	3266 Highwood Place Meridian, Idaho 83642
PHYLLIS ANN THOMASON	3266 Highwood Place Meridian, Idaho 83642

NINTH

Stockholders shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

TENTH

No contract or other transaction between the corp-

oration and any other corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof. Any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ELEVENTH

The board of directors is expressly authorized to repeal and amend the By-laws of the corporation and to adopt new By-laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained

in these Articles of Incorporation in the manner prescribed by law, by a majority vote of the stockholders at any meeting duly called for that purpose.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 2 day of January, 1987.

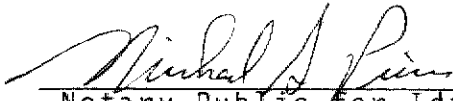

JEFF THOMASON


PHYLLIS ANN THOMASON

STATE OF IDAHO)
 : ss.
County of Ada)

On the date as last set forth above, before me, the undersigned, a Notary Public in and for said State, personally appeared JEFF THOMASON and PHYLLIS ANN THOMASON, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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


Notary Public for Idaho
Residing at Meridian, Idaho
My Commission Expires: 10/15/92