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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
STATE OF IDAHO

AVP IDAHO, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The name of the corporation is AVP IDAHO, INC.
2. **DURATION:** The period of its duration is perpetual.
3. **PROFIT:** This is a for profit corporation.
4. **PURPOSES:** The purpose or purposes for which the corporation is organized is to engage in the business of providing audio and video goods and services and do all things incidental thereto and for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as the same from time to time shall be amended.

5. **SHARES AUTHORIZED:** The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares, with no par value. Of the total authorized capital stock, the shares shall be divided into two classes designated as "Class A Voting Common Stock" and "Class B Non-Voting Common Stock" respectively.

(a) **Class A Voting Common Stock.** Ninety Thousand (90,000) shares shall be designated as Class A Voting Common Stock. Each share of Class A Voting Common Stock shall have unlimited voting rights. Other than with respect to voting rights, Class A Voting Common Stock and Class B Non-Voting Common Stock shall have identical rights, including but not limited to the right to receive dividends when and as declared by the officers of the corporation in accordance with applicable law.

(b) **Class B Non-Voting Common Stock.** Ten Thousand (10,000) shares shall be designated as Class B Non-Voting Common Stock. The shares of Class B Non-Voting Common Stock shall have no voting rights. No separate vote of the holders of Class B Non-Voting Common

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Stock as a class shall be required for any purposes except as may be required by law. Other than with respect to voting rights, Class A Voting Common Stock and Class B Non-Voting Common Stock shall have identical rights, including but not limited to the right to receive dividends when and as declared by the officers of the corporation in accordance with applicable law.

5. **BUSINESS AFFAIRS:** Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the corporation's By Laws, including restrictions on the transfer of shares and fixing greater voting or quorum requirements for board of director or shareholder action than required by the Idaho Business Corporation Act.

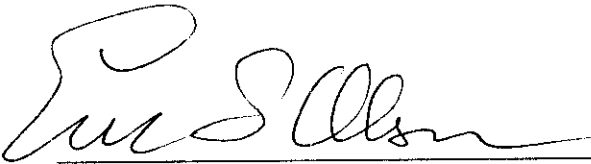
6. **REGISTERED AGENT AND OFFICE:** The registered agent is COLTON C. SCHOLTEC, and the registered office is located at 590 N. MAPLE GROVE, SUITE 5, BOISE, ID 83704.

7. **BOARD OF DIRECTORS:** There shall be no Board of Directors. Pursuant to Idaho Code § 30-1-732 the powers and duties conferred or imposed upon the Board of Directors by the Idaho Business Corporation Act shall be exercised or performed by the officers of the corporation elected by the shareholders as provided in the corporation's By Laws.

8. **INCORPORATOR:** The name and address of the incorporator is:

ERIC L. OLSEN
101 SOUTH CAPITAL BOULEVARD., SUITE 208
BOISE, IDAHO 83702

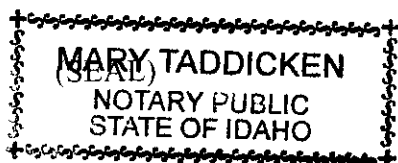
DATED this 31st day of January, 2005.


ERIC L. OLSEN

STATE OF IDAHO)
 : ss
County of Ada)

On this 2nd day of January, 2005, before me, the undersigned, a Notary Public in and for said State, personally appeared ERIC L. OLSEN, known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



Mary Taddicken
NOTARY PUBLIC FOR IDAHO
Residing at: Bense
My Commission Expires: 9-12-07