



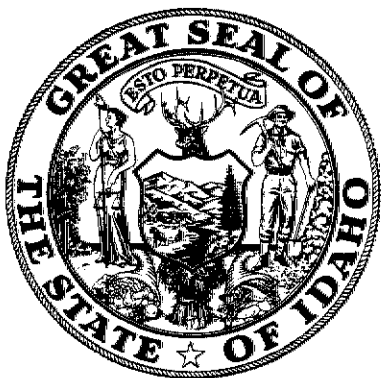
**CERTIFICATE OF INCORPORATION
OF**

TV DOC & ELECTRONICS, INCORPORATED

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: **February 2, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

TV DOC & ELECTRONICS, INCORPORATED

I, THE UNDERSIGNED PERSON OF THE AGE OF EIGHTEEN YEARS OR MORE, AS INCORPORATOR OF A CORPORATION UNDER THE IDAHO BUSINESS CORPORATION ACT, ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE 1. NAME

THE NAME OF THIS CORPORATION IS TV DOC & ELECTRONICS, INCORPORATED.

ARTICLE 2. DURATION

THE PERIOD OF ITS DURATION IS PERPETUAL.

ARTICLE 3. PURPOSES

THE CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

(A) TO ENGAGE IN THE BUSINESS OF REPAIRING TELEVISION, RADIOS, VCERS, AND OTHER ELECTRONIC EQUIPMENT, AND ALL OTHER ACTIVITIES CONNECTED WITH THE OPERATION OF SUCH BUSINESS.

(B) TO ENGAGE IN ALL SUCH ACTIVITIES AS ARE INCIDENTAL OR CONDUCTIVE TO THE ATTAINMENT OF THE PURPOSES OF THIS CORPORATION AND TO EXERCISE ANY AND ALL POWERS AUTHORIZED OR PERMITTED TO BE DONE BY A CORPORATION UNDER THE LAWS THAT MAY BE NOW OR HEREAFTER APPLICABLE OR AVAILABLE TO THIS CORPORATION.

(C) TO ENGAGE IN ANY BUSINESS, TRADE OR ACTIVITY WHICH MAY BE LAWFULLY CONDUCTED BY A CORPORATION ORGANIZED UNDER THE IDAHO BUSINESS CORPORATION ACT.

THE FOREGOING CLAUSES OF THIS ARTICLE 3 SHALL EACH BE CONSTRUED AS PURPOSES AND POWERS, AND THE MATTERS EXPRESSED IN EACH CLAUSE SHALL BE IN NO WAY LIMITED OR RESTRICTED BY REFERENCE TO OR INFERENCE FROM THE TERMS OF ANY OTHER CLAUSES, BUT SHALL BE REGARDED AS INDEPENDENT PURPOSES AND POWERS; AND NOTHING CONTAINED IN THESE CLAUSES SHALL BE DEEMED IN ANY WAY TO LIMIT OR EXCLUDE ANY POWER, RIGHT OR PRIVILEGE GIVEN TO THIS CORPORATION BY LAW OR OTHERWISE.

ARTICLE 4. SHARES

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE 50,000

SHARES OF COMMON STOCK, AND EACH SHARE SHALL HAVE THE PAR VALUE OF ONE DOLLAR (1.00).

ARTICLE 5. COMMENCEMENT OF BUSINESS

THIS CORPORATION WILL NOT COMMENCE BUSINESS UNTIL CONSIDERATION OF THE VALUE OF AT LEAST FIVE HUNDRED DOLLARS (500.00) HAS BEEN RECEIVED FOR THE ISSUANCE OF ITS SHARES.

ARTICLE 6. CONTRACTS IN WHICH DIRECTORS HAVE INTEREST

ANY CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ONE OR MORE OF ITS DIRECTORS, OR BETWEEN THIS CORPORATION AND ANY CORPORATION, FIRM, ASSOCIATION OR OTHER ENTITY OF WHICH ONE OR MORE OF ITS DIRECTORS ARE STOCKHOLDERS, MEMBERS, DIRECTORS, OFFICERS OR EMPLOYEES OR IN WHICH THEY ARE INTERESTED, SHALL BE VALID FOR ALL PURPOSES, NOTWITHSTANDING THE PRESENCE OF SUCH DIRECTOR OR DIRECTORS AT THE MEETING OF THE BOARD OF DIRECTORS WHICH ACTS UPON OR IN REFERENCE TO SUCH CONTRACT OR TRANSACTION AND NOTWITHSTANDING HIS OR THEIR PARTICIPATION IN SUCH ACTION, BY VOTING OR OTHERWISE, EVEN THOUGH HIS OR THEIR PRESENCE OR VOTE, OR BOTH, MIGHT HAVE BEEN NECESSARY TO OBLIGATE THIS CORPORATION UPON SUCH CONTRACT OR TRANSACTION; PROVIDED, THAT THE FACT OF SUCH INTEREST SHALL BE DISCLOSED TO OR KNOWN BY THE DIRECTORS ACTING ON SUCH CONTRACT OR TRANSACTION.

ARTICLE 7. DIRECTORS

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE FIXED BY THE BY LAWS AND MAY BE INCREASED OR DECREASED FROM TIME TO TIME IN THE MANNER SPECIFIED THEREIN. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THREE DIRECTORS AND THE NAMES AND ADDRESSES OF THE PERSONS WHO SHALL SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS AND UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY, UNLESS THEY RESIGN OR ARE REMOVED, ARE:

<u>GARY D. SMITH</u>	<u>2211 POWERS AVE.</u> <u>LEWISTON, IDAHO 83501</u>
<u>DONNA J. SMITH</u>	<u>2211 POWERS AVE.</u> <u>LEWISTON, IDAHO 83501</u>
<u>GUY D. SMITH</u>	<u>1712 9TH STREET</u> <u>LEWISTON, IDAHO 83501</u>

ARTICLE 8. BYLAWS

THE BOARD OF DIRECTORS SHALL HAVE THE POWER TO ADOPT, AMEND OR REPEAL THE BYLAWS FOR THIS CORPORATION, SUBJECT TO THE POWER OF THE SHAREHOLDERS TO AMEND OR REPEAL SUCH BYLAWS.

ARTICLE 9. REGISTERED OFFICE, AGENT

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 903 D STREET, LEWISTON, IDAHO 83501, AND THE NAME OF ITS INITIAL REGISTERED AGENT IS GARY D. SMITH.

ARTICLE 10. PREEMPTIVE RIGHTS

PREEMPTIVE RIGHTS SHALL EXIST WITH RESPECT TO SHARES OF STOCK OR SECURITIES CONVERTIBLE INTO SHARES OF STOCK OF THIS CORPORATION.

ARTICLE 11. CUMULATIVE VOTING

THE RIGHT TO CUMULATE VOTES IN THE ELECTION OF DIRECTORS SHALL NOT EXIST WITH RESPECT TO SHARES OF STOCK OF THIS CORPORATION.

ARTICLE 12. RESTRICTION ON TRANSFER OF SHARES

IN THE EVENT THAT ANY HOLDER OF COMMON STOCK OF THIS CORPORATION PROPOSES TO SELL OR TRANSFER ALL OR ANY PART OF HIS STOCK IN THE CORPORATION, HE SHALL SO NOTIFY THE CORPORATION IN WRITING; THE CORPORATION SHALL THERE-UPON HAVE THE OPTION FOR A PERIOD OF THIRTY (30) DAYS FROM RECEIPT OF NOTICE TO PURCHASE THE STOCK AT ITS FAIR MARKET VALUE. IF THE CORPORATION DOES NOT EXERCISE SAID OPTION, THE STOCK MAY BE SOLD BY THE HOLDER TO SUCH PERSON AND ON SUCH TERMS AS HE SEES FIT. APPROPRIATE LANGUAGE SHALL BE ENDORSED UPON EVERY STOCK CERTIFICATE ISSUED BY THIS CORPORATION TO INDICATE THE CONDITIONS UNDER WHICH SAID CERTIFICATE IS ISSUED.

ARTICLE 13. AMENDMENTS OF ARTICLES OF INCORPORATION

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL, BY THE AFFIRMATIVE VOTE OF THE HOLDERS OF TWO-THIRDS OF THE SHARES ENTITLED TO VOTE THEREON, ANY OF THE PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, AND THE RIGHTS OF THE SHAREHOLDERS OF THIS CORPORATION ARE GRANTED SUBJECT TO THIS RESERVATION.

ARTICLE 14. INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS GARY D. SMITH, 2211 POWERS AVE, LEWISTON, IDAHO 83501.



GARY D. SMITH,
INCORPORATOR