



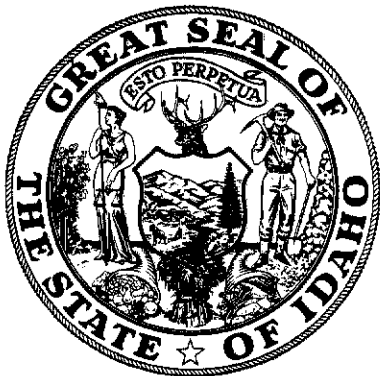
CERTIFICATE OF INCORPORATION  
OF

W J ASSOCIATES, 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: July 6, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Sandra M. Hawley*

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SEC. OF STATE  
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ARTICLES OF INCORPORATION

OF

W J ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, SHIRLEE A. WANDROCKE and RANDI JOHANSEN, all being citizens of the United States of America and being of full legal age, are desirous of forming a corporation under the laws of the State of Idaho, and in pursuance thereof, do hereby sign and acknowledge the following Articles of Incorporation, in duplicate originals and state as follows:

ARTICLE I.

The name of the corporation shall be W J ASSOCIATES, INC., and its existence shall be perpetual.

ARTICLE II.

The purposes and objects of this corporation are as follows:

A. To engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act; specifically, but not exclusively, in the sale and distribution of video tape catalogs and to do all things necessary and proper in the conduct of said service. Further, to engage in other entrepreneurial ventures and to do all things necessary and proper in the conduct of said ventures.

B. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors at any time, be necessary, useful, or advantageous to this corporation.

C. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

1. To acquire (by purchase or otherwise) and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the stock of this corporation; provided that the money or property of this corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

2. To acquire (by purchase or otherwise) and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the bonds, debentures, notes, and other securities and obligations of this corporation.

3. To borrow money and give security therefor.

4. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose pertaining to its business with any individual, entity, firm, association, or corporation or with any governmental, municipal, or public authority (domestic or foreign).

5. To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation or which is calculated directly or indirectly to promote the welfare or interests of the corporation and to

enhance the value or render profitable any of its properties or rights.

6. To do any and all of the things set forth in this Article to the same extent a natural person might or could do and in any part of the work as principals, agents, contractors, trustees, or otherwise, either alone or in company of others.

Provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to exercise any power or to do any act which a corporation formed under the General Business Corporation's Act of the State of Idaho located in Title 30 of the Idaho Code, or any amendment thereto or substitute therefore, may not at the time, lawfully carry on or do.

### ARTICLE III

#### PREEMPTIVE RIGHTS

The holders of shares of any class of the corporation's stock shall have the first right, during a reasonable time to be fixed by the board of directors, to purchase shares of the same class authorized for sale by the corporation, in proportion to their respective holdings of shares of such class at a price to be fixed by the board of directors.

### ARTICLE IV

#### REGISTERED AGENT

The registered agent of the corporation shall be HOLLIS J. ANDERSON, Attorney at Law, whose business address is 402 Sherman Avenue, Suite 309, Coeur d'Alene, Idaho, 83814.

#### ARTICLE V

The authorized capital stock of the corporation shall be fifty thousand (50,000) shares consisting of fifty thousand (50,000) shares of common stock having a par value of One Dollar (\$1.00) each.

The corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

#### ARTICLE VI

The corporation shall elect sub-chapter "S" tax status.

#### ARTICLE VII

A. The number of directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time to time by amending the By-Laws, as therein provided, but the number of directors shall be at least one (1).

B. In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter, and repeal the By-Laws of the corporation, subject to the power of the shareholders of the corporation to change or repeal such By-Laws.

C. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise with its directs, officers, and shareholders and with corporations, associations, firms, and entities in which they are or may be or become interested as directors, officers, shareholders, members, or otherwise, as freely as though such adverse interests did not

exist, even though the vote, action, or presence of such director, officer, or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and, in the absence of fraud, no such contract or transaction shall be avoided and no such director, officer, or shareholder shall be liable to account to the corporation (by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership) for any profit or benefit realized by him through any such contract or transaction; provided, however, in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such directors or officers, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm, or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions of that corporation, association, firm or entity.

D. Any contract, transaction, or act of the corporation or of the directors or of any officer of the corporation which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such purpose shall, insofar as permitted by law, be valid and

binding as though ratified by every shareholder of the corporation.

E. The first directors of this corporation shall be two (2) in number and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Shirlee A. Wandrocke President, Treasurer	1600 Fairmont Loop Coeur d'Alene, Idaho 83814
Randi Johansen Vice President, Secretary	3803 Belmont Road Coeur d'Alene, Idaho 83814

The term of the first directors shall be until the first annual meeting of the shareholders of the corporation and until their successors are elected and qualified.

#### ARTICLE XIII

##### INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Shirlee A. Wandrocke	1600 Fairmont Loop Coeur d'Alene, Idaho 83814
Randi Johansen	3803 Belmont Road Coeur d'Alene, Idaho 83814

#### ARTICLE IX

##### AMENDMENT; ALTERATION

The corporation reserves the right to amend, alter, change and repeal any provision contained in these Articles of Incorporation by a two-thirds (2/3) vote of the number of outstanding shares of common stock at any regular meeting of shareholders or at any special meeting called for that purpose;

and all rights conferred upon shareholders, are subject to this reservation.

IN WITNESS WHEREOF, the incorporators hereunto set their hands this 30 day of April, 1987.

Shirlee A. Wandrocke  
SHIRLEE A. WANDROCKE

Randi Johansen  
RANDI JOHANSEN

STATE OF IDAHO                    }  
County of Kootenai                } ss.

On this 30 day of April, 1987, before me, the undersigned Notary Public, personally appeared, SHIRLEE A. WANDROCKE and RANDI JOHANSEN, known to me to be the Incorporators of the corporation and that the document was executed on behalf of the said corporation and it was acknowledged to me that such corporation executed the same.

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

Beverly J. Garland  
Notary Public for Idaho  
Residing at: Coeur d'Alene, Id  
My Commission Expires: 8-15-88