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STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

C.W.C VIDEO, INC.

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

FIRST: The name of the Corporation is C.W.C. VIDEO, INC.

SECOND: The period of its duration is perpetual.

THIRD: 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 Corporation Act to include but not be limited to management and operation of a retail and rental business of video equipment, movies, games, accessories and all related and incidental matters thereto.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000) Shares with no par value per share.

FIFTH: Provisions denying preemptive rights are: NONE

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: NONE

SEVENTH: The address of the initial registered office of the corporation is 93 West 100 North, Malad City, Idaho 83252, and the name of its initial registered agent at such address is SHERRIE THOMAS.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

JOSEPH DEVON THOMAS

93 West 100 North
Malad City, ID 83252

SHERRIE THOMAS

93 West 100 North
Malad City, ID 83252
06/29/1998 89:00
CK: 4842 CT: 100775 BH: 123483

C124619

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH DEVON THOMAS	93 West 100 North Malad City, ID 83252
SHERRIE THOMAS	93 West 100 North Malad City, ID 83252

DATED this 23rd day of June, 1998.

Joseph Devon Thomas
JOSEPH DEVON THOMAS

Sherrie Thomas
SHERRIE THOMAS