



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

MERLEN ENTERTAINMENT COMPANY

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: **November 26, 1990**



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Elizabet M. Zwick*

ARTICLES OF INCORPORATION
OF
MERLEN ENTERTAINMENT COMPANY

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

FIRST: The name of the corporation is MERLEN ENTERTAINMENT COMPANY.

SECOND: The period of its existence is perpetual.

THIRD: The purposes for which the corporation is organized shall include carrying on business in the entertainment industry, acting as a holding company, and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

FOURTH: The corporation shall have authority to issue the following shares of capital stock of the classes indicated: Class "A" - 100,000 shares having a par value of one dollar (\$1.00) each.

Class "B" - 850,000 shares having a par value of one cent (\$.01) each:

FIFTH: Each share of class "A" stock issued shall entitle the holder thereof to participate in the assets,

profits and losses of the corporation to the extent of .00015 percent, so that when the entire 100,000 authorized shares of class "A" stock are issued and paid in at par value, said class of shares shall represent an aggregate fifteen percent (15%) interest in the corporation.

All assets, profits and losses of the corporation not represented by issued class "A" shares shall be allocated to issued class "B" shares.

Voting rights for issued shares of each class of stock shall be as follows:

Class "A" - One (1) vote per share

Class "B" - Ten (10) votes per share

SIXTH: The address of the initial registered office of the corporation is Lot 30, Thunder Mountain Estates, P.O. Box 491, Cascade, Idaho 83611, and the name of its initial registered agent at such address is JANE MERROW BULLEN.

SEVENTH: The member of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first meeting of the shareholders, or until their successors are elected and qualified, are as follows:

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<u>Name</u>	<u>Address</u>
Richard A. Bullen	Lot 30, Thunder Mountain Estates, P.O. Box 491, Cascade, Idaho 83611
Jane Merrow Bullen	Lot 30, Thunder Mountain Estates, P.O. Box 491, Cascade, Idaho 83611
William Merrow	c/o Merrow Employment Agency, Ltd. 73 New Bond Street London W1Y 9DD United Kingdom

EIGHTH: The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Richard A. Bullen	Lot 30, Thunder Mountain Estates, P.O. Box 491, Cascade, Idaho 83611
Jane Merrow Bullen	Lot 30, Thunder Mountain Estates, P.O. Box 491, Cascade, Idaho 83611

IN WITNESS WHEREOF, for the purpose of forming this corporation under the IDAHO BUSINESS CORPORATION ACT, the undersigned incorporators have executed these Articles of Incorporation this 19 day of November, 1990.

Richard A. Bullen
Richard A. Bullen

Jane Merrow Bullen
Jane Merrow Bullen