



Department of State.

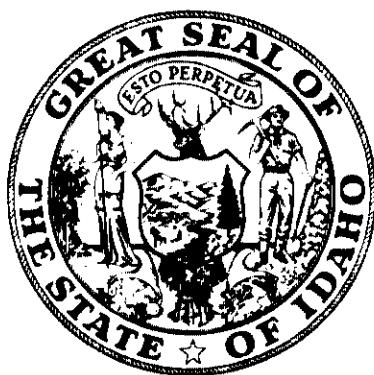
CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that
duplicate originals of Articles of Merger of _____
SONRISE AUDIO SYSTEMS, INC., a Washington corporation

into SONRISE AUDIO SYSTEMS, INC., an Idaho corporation,
duly signed and verified 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
merger, and attach hereto a duplicate original of the Articles of
Merger

Dated January 9, 19 89



Pete T. Cenarrusa

SECRETARY OF STATE

Lucy J. Clark

Corporation Clerk

JAN 9 3 22 PM '89
SECRETARY OF STATE

ARTICLES OF MERGER

The following merging corporations: SONRISE AUDIO SYSTEMS, INC., a Washington corporation ("SONRISE-Washington"), and SONRISE AUDIO SYSTEMS, INC., an Idaho corporation ("SONRISE-Idaho") have adopted the following Articles of Merger:

Article I. Plan of Merger. The Plan of Merger approved by both corporations is as follows:

PLAN OF MERGER

THIS PLAN OF MERGER applies to SONRISE AUDIO SYSTEMS, INC., a Washington corporation, and SONRISE AUDIO SYSTEMS, INC., an Idaho corporation.

Section 1. Corporate Status. The status of the authorized and issued capital stock of each corporation is as follows:

(a) SONRISE AUDIO SYSTEMS, INC., a Washington corporation, is authorized to issue only one class of capital stock designated as "common stock." It is authorized to issue 50,000 shares of common stock, each share having a par value of \$1.00, and, accordingly, the aggregate par value of all authorized shares of the common stock is \$50,000.00. Of the total authorized number of shares, 9,333.33 shares are issued to and owned by Robert D. Glaisyer, and 4,666.67 shares are issued to and owned by George L. Sievers. There are no other shareholders. All 14,000 of the issued and outstanding shares are entitled to vote on the matter of a corporate merger.

(b) SONRISE AUDIO SYSTEMS, INC., an Idaho corporation, is authorized to issue only one class of capital stock designated as "common stock." It is authorized to issue 50,000 shares of common stock, each share having a par value of \$1.00, and, accordingly, the aggregate par value of all authorized shares of the

common stock is \$50,000.00. None of the authorized shares has been issued or is outstanding.

Section 2. Purpose and General Plan of the Merger. The purpose of the merger is to change the state of incorporation of SONRISE AUDIO SYSTEMS, INC., a Washington corporation (the "Merged Corporation"), from Washington to Idaho. This change will be effected by means of a statutory merger of the Merged Corporation into SONRISE AUDIO SYSTEMS, INC., an Idaho corporation (the "Surviving Corporation"), which is being organized in Idaho for that purpose. Upon the effective date of the merger, the name of the Surviving Corporation will remain SONRISE AUDIO SYSTEMS, INC.

Section 3. Terms of the Merger. Upon the effective date of the merger, the Merged Corporation's shareholders will become shareholders of the Surviving Corporation. Each issued and outstanding share of common stock of the Merged Corporation will be converted upon merger into one equivalent share of common stock of the Surviving Corporation. Outstanding certificates representing shares of the Merged Corporation will thenceforth represent the same number of shares of the Surviving Corporation. However, shareholders will be requested to send their existing stock certificates to the Secretary of the Surviving Corporation to be exchanged for new certificates of the Surviving Corporation.

Upon the effective date of the merger, the Articles of Incorporation of the newly formed Idaho corporation will be the Articles of Incorporation of the Surviving Corporation. The Bylaws of the Idaho corporation will be the Bylaws of the Surviving Corporation. The persons who are now serving as officers and directors of the Idaho corporation shall serve the Surviving Corporation in the same capacities.

The merger of the corporations pursuant to this Plan of Merger shall take effect at the close of business of each corporation on January 9, 1989. As of the effective date of the merger, the existence of the Merged Corporation as a corporation shall cease and terminate.

Section 4. Property Rights. By the merger, from and after the effective date of the merger, the Surviving Corporation will own and possess all of the property, property rights, assets, privileges and franchises then owned, held and possessed by the Merged Corporation. The title to the property and assets of the

Merged Corporation shall be deemed vested in the Surviving Corporation and to have been assigned, transferred and conveyed by the Merged Corporation to the Surviving Corporation on the effective date of the merger by operation of law and without any special instrument of assignment, deed, conveyance or other transfer.

Section 5. Liability and Obligations. By the merger, from and after the effective date of the merger, the Surviving Corporation shall assume and become responsible and liable for the payment and performance of all of the liabilities, obligations, indebtedness and contractual responsibilities of the Merged Corporation with the same effect as though the Surviving Corporation had itself incurred those liabilities, obligations, indebtedness and contractual responsibilities.

By the merger, the rights of creditors and of parties having dealt with the Merged Corporation shall not be impaired; any claim existing or action or proceeding pending by or against the Merged Corporation may, after the effective date of the merger, be prosecuted to judgment for or against the Surviving Corporation.

The assumption of liabilities, obligations, indebtedness and contractual responsibilities by the Surviving Corporation as set forth in this Plan of Merger shall be deemed to exist without the execution by the Surviving Corporation of any special instrument so stating.

Section 6. Approval. This Plan of Merger shall take effect only following:

(a) approval of the Board of Directors of both corporations (as required by Idaho Code Section 30-1-71 and Revised Code of Washington Section 23A.20.010);

(b) the vote of approval of the shareholders of the Merged Corporation (as required by Revised Code of Washington Section 23A.20.030); and

(c) filing of Articles of Merger in compliance with Idaho Code Section 30-1-74 and Revised Code of Washington Section 23A.20.040.

Section 7. Agreements by Surviving Corporation. As of the effective date of the merger, the Surviving Corporation shall be deemed to have:

(a) agreed that it may be served with process in the State of Washington in any proceeding for the enforcement of any obligation of the Merged Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merged Corporation against the Surviving Corporation; and

(b) irrevocably appointed the Secretary of State of the State of Washington as its agent to accept service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Merged Corporation against the Surviving Corporation.

(c) agreed that it will promptly pay to the dissenting shareholders of the Merged Corporation the amount, if any, to which they are entitled under Revised Code of Washington Section 23A.24.030.

Article II. Status of Capital Stock. The status of the outstanding capital stock of each merging corporation is set out in Section 1 of the Plan of Merger.

Article III. Approval of Plan of Merger. The Board of Directors of each of the merging corporations unanimously approved the Plan of Merger and the Board of Directors of SONRISE-Washington directed that the Plan of Merger, so approved, be submitted to the shareholders of SONRISE-Washington for their consideration and vote. On January 6, 1989, the shareholders of SONRISE-Washington unanimously approved the Plan of Merger. There are no shareholders of SONRISE-Idaho until the merger is effective; therefore, a vote of shareholders of SONRISE-Idaho is not required by virtue of subsection (d) of Idaho Code Section 30-1-73.

Article IV. Effective Date. The effective date of the merger is the close of business of each of the merging corporations on January 9, 1989.

Article V. Surviving Corporation. The Surviving Corporation on the effective date of the merger shall be SONRISE AUDIO SYSTEMS, INC., an Idaho corporation.

Executed this 6th day of January, 1989.

SONRISE AUDIO SYSTEMS, INC.,
a Washington corporation

By *George L. Sievers*
George L. Sievers, President

By *Paula Everett*
Paula Everett, Secretary

SONRISE AUDIO SYSTEMS, INC.,
an Idaho corporation

By *George L. Sievers*
George L. Sievers, President

By *Paula Everett*
Paula Everett, Secretary

V E R I F I C A T I O N

PAULA EVERETT, being first duly sworn upon oath deposes
and says:

That she is the Secretary of SONRISE AUDIO SYSTEMS,
INC., a Washington corporation, and of SONRISE AUDIO SYSTEMS,
INC., an Idaho corporation, that she has read the within and
foregoing Articles of Merger; and believes that the statements
therein contained are true.

Paula Everett
Paula Everett, Secretary

STATE OF IDAHO)

) ss.

County of Ada)

On this 6th day of January, 1989, before me, Rosemary L. Wimberly, a Notary Public, do hereby certify that on this 6th day of January, 1989, personally appeared before me PAUL EVERETT, who, being by me first duly sworn, declared that she is the Secretary of SONRISE AUDIO SYSTEMS, INC., a Washington corporation, and the Secretary of SONRISE AUDIO SYSTEMS, INC., an Idaho corporation, that she signed the foregoing document, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Rosemary L. Wimberly
Notary Public for Idaho
Residing at Meridian, Idaho
My commission expires on 4/1, 1993