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State of Idaho

Department of State

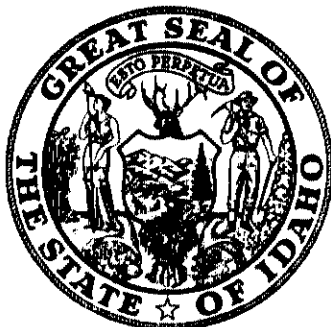
CERTIFICATE OF INCORPORATION OF

AUDIOPHILE ELECTRONIC SERVICES, CORP.

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: June 10, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Baker*

ARTICLES OF INCORPORATION

OF

AudioPhile Electronic Services, Corp.

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

I

The name of the Corporation is AudioPhile Electronic Services, Corp.

II

The period of duration of this Corporation shall be perpetual.

III

The purpose or purposes for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation's Act.

IV

The aggregate number of shares which the Corporation shall have authority to issue is 100 shares, all of which are to have no par value.

V

No stock in the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered by a writing for sale to each of the other stockholders of the Corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by registered mail to each stockholder at the address listed on the Corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer made as provided above or until they fail for a period of thirty (30) days after receipt of the written offer to accept the same by compliance with the terms therein set forth. Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the By-Laws of the Corporation.

VI

The address of the initial registered office of the Corporation is 5648 North Government Way, Unit "C", Coeur d'Alene, Idaho, 83814, and the name of its initial registered agent at such address is Linda K. Plante.

VII

The fiscal year of the corporation shall begin on the 1st day of January, and end on the 31st day of December in each year.

VIII

The Corporation shall have no Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the shareholders and officers of the Corporation, as elected by the shareholders, according to procedures outlined in the By-Laws of the Corporation. The names and addresses of persons who are to serve as officers of the Corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Linda K. Plante, President
Ronald Sulheim, Vice-President
Kären L. Sulheim, Secretary-Treasurer

IX

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Linda Plante	951 Emma Avenue, Apartment 77 Coeur d'Alene, Idaho 83814
Ronald Sulheim	North 3630 Government Way Coeur d'Alene, Idaho 83814

DATED this 8th day of June, 1993.

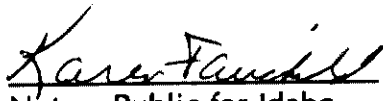

LINDA K. PLANTE, Incorporator


RONALD SULHEIM, Incorporator

STATE OF IDAHO)
 (ss.
County of Kootenai)

On this 8th day of June, 1993, before me, the undersigned Notary Public in and for the said State, personally appeared LINDA K. PLANTE, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

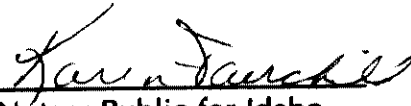
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.


Notary Public for Idaho
Residing at Coeur d'Alene
Commission Expires 11/9/96

STATE OF IDAHO)
(ss.
County of Kootenai)

On this 8th day of June, 1993, before me, the undersigned Notary Public in and for the said State, personally appeared RONALD SULHEIM, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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


Notary Public for Idaho
Residing at Coeur d'Alene
Commission Expires 11/9/96

ARTICLES OF INCORPORATION - 4

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