



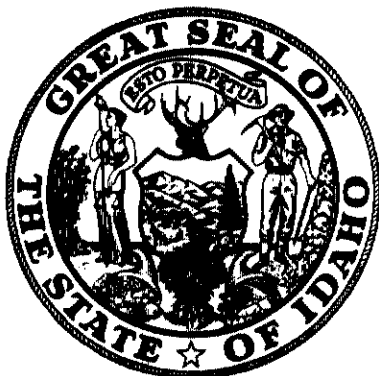
**CERTIFICATE OF INCORPORATION
OF**

SPUD LAND VIDEO, 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: **March 19, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

RECEIVED
SEC. OF STATE

**ARTICLES OF INCORPORATION OF
SPUD LAND VIDEO, INC.**

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KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, each and all being natural persons of full age at this day and do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and we do hereby certify:

ARTICLE I.

The name of this corporation shall be SPUD LAND VIDEO, INC.

ARTICLE II.

The purpose and object for which this corporation is formed are:

1. To merchandise, buy, lease, sell, rent, exhibit, distribute and deal in and with all kinds of video cassette recorders, camcorders, cassettes, tapes, film and film products and kindred articles.

2. To purchase and acquire its own stock as well as the stock in other corporation whose stock is owned by the same or largely the same stockholders.

3. To engage in the transaction of any and all lawful business for which corporations may be incorporated pursuant to the provisions of the Idaho Business Corporation Act.

ARTICLE III.

The corporation shall have perpetual existence.

ARTICLE IV.

The number of shares of which the corporation is authorized

to issue is Ten thousand (10,000) shares. The aggregate par value of such shares is One hundred thousand dollars (\$100,000.00) and the par value of each share is Ten dollars (\$10.00).

ARTICLE V.

Provisions denying preemptive rights are: NONE.

ARTICLE VI.

The address of the initial registered office of the corporation is: 514 Main Street, Gooding, Idaho, 83330 and the name of its initial registered agent at such address is: Loretta Myers.

ARTICLE VII.

The number of directors constituting the initial Board of Directors of the corporation is two (2) 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:

Loretta Myers
906 Idaho Street
Gooding, Idaho 83330

John A. Myers
906 Idaho Street
Gooding, Idaho 83330

ARTICLE VIII.

The name and address of each incorporator is:

Loretta Myers
906 Idaho Street
Gooding, Idaho 83330

John A. Myers
906 Idaho Street
Gooding, Idaho 83330

IN WITNESS WHEREOF we have hereunto set out hands this 16th
day of March, 1990.


Loretta Myers



John A. Myers

ACKNOWLEDGMENT

STATE OF IDAHO)
) ss.
County of Gooding)

On this 16th day of March, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared LORETTA MYERS and JOHN A. MYERS, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

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



NOTARY PUBLIC FOR IDAHO;
Residing at Gooding, Idaho
Commission Expires: 5-22-92