



CERTIFICATE OF INCORPORATION
OF

L & D HOLDINGS, 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: **April 12, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

OF

L & D HOLDINGS, INC.

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L & D HOLDINGS, INC.

THIS IS TO CERTIFY that we, the undersigned, hereby incorporate pursuant to the Laws of the State of IDAHO providing for the formation of corporations for profit, for the purposes and with the powers hereinafter stated.

I

The name of this corporation is:

L & D HOLDINGS, INC.

II

The existence of this corporation is to be perpetual.

III

The general nature and purpose of the business of this corporation shall be the wholesale of video hardware and software and the performance of any and all activities generally associated thereto; and also

To engage in any activity of business permitted under the Laws of the United States and of this State.

The closest Standard Industrial Classification (SIC) Code List Category would be 5095.

IV

The principal place of business of this corporation shall be:

1203 Broadway
Boise, ID 83706

and branch operations may be located in other places as may be designated from time to time.

V

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock, each share having a par value of One Dollar (\$1.00).

VI

Each holder of common stock of this corporation shall be entitled to one (1) vote for each share of common stock held.

VII

Initially, this corporation shall have two (2) directors. The number of directors may be increased or decreased from time to time.

VIII

The names and mailing addresses of the incorporators and directors are as follows:

Lynn Christiansen 2677 Stony Fork Way Boise, ID 83706
Diane Christiansen 2677 Stony Fork Way Boise, ID 83706

IX

The name and street address of the Registered Agent of this Corporation is:

Diane Christiansen
2677 Stony Fork Way
Boise, ID 83706

X

The amount of capital with which this corporation shall commence business shall be no less than One Thousand Dollars (\$1000.00).

XI

The business of this corporation and the conduct of its affairs shall be managed by its common shareholders, and this provision shall be binding upon all common shareholders, their transferees and assigns, and shall be valid only so long as its shares are not generally traded in the market maintained by securities dealers or brokers.

XII

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being the original subscribers to the capital stock hereinabove named, for the purposes of forming a corporation to do business both within and without the State of IDAHO, do make, subscribe, acknowledge, and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals as of this 29th day of March, 1985.

Lynn A Christiansen
Lynn Christiansen
Subscriber

Diane Christiansen
Diane Christiansen
Subscriber & Registered Agent

STATE OF IDAHO)

COUNTY OF ADA)

SS:

I HEREBY CERTIFY that on this 29th day of March, 1985 before me, the undersigned authority, personally appeared the following named individuals:

Lynn Christiansen

Diane Christiansen

to me well known to be the incorporators described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that they signed the same for the uses and purposes therein expressed.

WITNESS my hand and official notarial seal at Boise, Idaho the day and year last above written.

Chris D. Taylor

Notary Public

My commission expires 09-09-86