

State of Idaho

Department of State

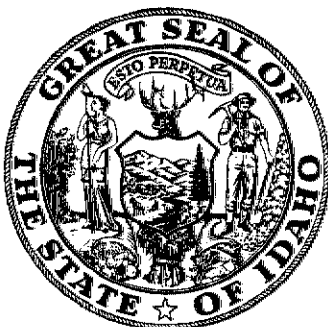
CERTIFICATE OF AUTHORITY OF

ON CUE, INC.
File number C 112130

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ON CUE, INC. for a Certificate of Authority to transact business in this State, 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 Authority to ON CUE, INC. to transact business in this State under the name ON CUE, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: September 25, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. D. [Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is On Cue, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 7/17/92 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
c/o C T Corporation System 1209 Orange St., Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different than item 5, is
Same
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		
		IDAHO SECRETARY OF STATE
		9/25/95 9:00:00 AM
		Customer # 49738
		IVC960013505 16384
		CORPORATION SUR CHARGE
		1 @ 20.00 = 20.00

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: Septmeber 6, 1995

On Cue, Inc.
(Corporation name)
By Heidi M. Hoard
As President, Vice President, Secretary or Assistant Secretary
(please specify)
Heidi M. Hoard -- Vice President/General Counsel

Secretary of State **IDAHO SECRETARY OF STATE**

CCAP

9/18/95 9:00:00 AM
Customer # 15948
IVC960014232 16384
CORP CERT AUTHORITY PROFIT
1 @ 100.00 = 100.00

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Appendix to Idaho
Application for Certificate of Authority

**Directors of
On Cue, Inc.**

1. Jack Eugster, Chairman of the Board
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
2. Reid Johnson
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343

Appendix to Idaho
Application for Certificate of Authority

**Officers of
On Cue, Inc.**

1. Jack Eugster, President and Chief Executive Officer
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
2. Reid Johnson, Executive Vice President of Finance and Administration and Chief Financial Officer
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
3. Keith A. Benson, President Music Stores Division
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
4. Larry Gaines, President Media Play Division
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
5. Gary A. Ross, President Suncoast Division
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
6. Bruce Bausman, Senior Vice President of Real Estate
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
7. Robert A. Henderson, Senior Vice President and General Merchandise Manager
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
8. Douglas M. Tracey, Senior Vice President of Distribution
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
9. Paula M. Connerney, Division Senior Vice President of Stores - Music Stores
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
10. Marcia F. Appel, Vice President of Communications and Publications
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
11. Peter J. Busch, Vice President of Video Merchandising
10400 Yellow Circle Dr.

Minnetonka, Minnesota 55343

12. Richard C. Casari, Vice President of Operations - Music Stores
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
13. Eduardo A. Egusquiza, Vice President of Information Systems and Services
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
14. Robert A. Faulkner, Vice President and Controller
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
15. James D. Nermeyr, Vice President and Treasurer
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
16. Richard J. Odette, Vice President of Purchasing of Prerecorded Audio
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
17. O. Keith Wanke, Vice President of Loss Prevention
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
18. Lawrence A. Kurzeka, Vice President, General Manager - On Cue
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
19. Heidi M. Hoard, Vice President, General Counsel, and Corporate Secretary
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
20. Randy L. Abbott, Division Vice President of Stores - Media Play
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
21. Brad D. Tait, Division Vice President of Merchandising - Music Stores
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
22. Michael J. Colon, Division Vice President of Stores - Suncoast Division
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
23. Linda A. Ruehle, Assistant Secretary
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
24. Jill E. Clark, Assistant Secretary
10400 Yellow Circle Dr.

Minnetonka, Minnesota 55343

25. Karen Ring, Assistant Secretary
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343
26. Timothy A. Scully, Assistant Treasurer
10400 Yellow Circle Dr.
Minnetonka, Minnesota 55343

Office of the Secretary of State

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10 27 AM '95
SECRET
STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ON CUE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF SEPTEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7634516

DATE:

09-11-95