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

THE TOTAL

Peter P Enaveusa SECRETARY OF STATE

By T Symall

the Secretary of State of Idaho The undersigned Corporation applies for a Certificate of Authority and states as follows: The name of the corporation is On Que, Inc. The name which it shall use in Idaho is It is incorporated under the laws of Delaware Its date of incorporation is 7/17/92 and its duration, if other than perpetual, is Perpetual 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 The address to which correspondence should be addressed, if different than item 5, is same The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 837 In 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. The names and respective addresses of its directors and officers are: Name Office Address See attached list of directors and officers IDMO BEDETHRY & STATE 9765-96000 Milestones 1878 IVS601530 16394 CORPORATION BUT PORTE 1 & 20.00 = 20.00 The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho. Dated: September 5, 1995 Secretary of State (BMO CORPORATION OF STATE 1976)	83701 tem	CE OF CHIOTE	e of Authority	es for a Certificat	y of State of Idaho signed Corporation applies	he Secreta The under
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Heidi M. Hoard -- Vice President/General Counsel

Appendix to Idaho Application for Certificate of Authority

Directors of On Cue, Inc.

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

Appendix to Idaho Application for Certificate of Authority

Officers of On Cue, Inc.

Jack Eugster, President and Chief Executive Officer
 10400 Yellow Circle Dr.
 Minnetonka, Minnesota 55343

 Reid Johnson, Executive Vice President of Finance and Administration and Chief Financial Officer
 10400 Yellow Circle Dr.
 Minnetonka, Minnesota 55343

 Keith A. Benson, President Music Stores Division 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343

 Larry Gaines, President Media Play Division 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343

 Gary A. Ross, President Suncoast Division 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343

 Bruce Bausman, Senior Vice President of Real Estate 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343

 Robert A. Henderson, Senior Vice President and General Merchandise Manager 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343

 Douglas M. Tracey, Senior Vice President of Distribution 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343

 Paula M. Connerney, Division Senior Vice President of Stores - Music Stores 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343

 Marcia F. Appel, Vice President of Communications and Publications 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343

 Peter J. Busch, Vice President of Video Merchandising 10400 Yellow Circle Dr.

Minnetonka, Minnesota 55343

- Richard C. Casari, Vice President of Operations Music Stores 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343
- Eduardo A. Egusquiza, Vice President of Information Systems and Services 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343
- Robert A. Faulkner, Vice President and Controller
 10400 Yellow Circle Dr.
 Minnetonka, Minnesota 55343
- James D. Nermyr, Vice President and Treasurer
 10400 Yellow Circle Dr.
 Minnetonka, Minnesota 55343
- Richard J. Odette, Vice President of Purchasing of Prerecorded Audio 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343
- O. Keith Wanke, Vice President of Loss Prevention 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343
- Lawrence A. Kurzeka, Vice President, General Manager On Cue
 10400 Yellow Circle Dr.
 Minnetonka, Minnesota 55343
- Heidi M. Hoard, Vice President, General Counsel, and Corporate Secretary 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343
- Randy L. Abbott, Division Vice President of Stores Media Play 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343
- Brad D. Tait, Division Vice President of Merchandising Music Stores 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343
- Michael J. Colon, Division Vice President of Stores Suncoast Division 10400 Yellow Circle Dr. Minnetonka, Minnesota 55343
- 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

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

State of Delaware

Office	of the	Secretary	of	State	18	v.
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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.



Edward J. Freel, Secretary of State

AUTHENTICATION:

7634516

DATE:

09-11-95

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