

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

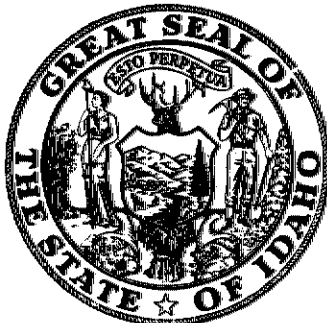
INTERSTATE ENTERTAINMENT, INC.

File number C 109945

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 27, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

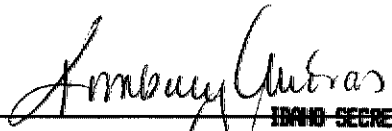
By *Cara Sikel*

**ARTICLES OF INCORPORATION
OF
Interstate Entertainment, Inc.**

- I. The name of the corporation is Interstate Entertainment, Inc.
- II. The period of duration is perpetual.
- III. The purpose for which this corporation is organized is to engage in any lawful business for which corporations may be incorporated under the Idaho Corporate Code.
- IV. The aggregate number of shares which the corporation shall have the authority to issue is 20,000 shares common stock, at no par value.
- V. The address of the corporation's initial registered office is 200 North 23rd Street, Boise ID 83702, and the name of the registered agent located at such address is Corporation Service Company.
- VI. The name and address of the incorporator is Kimberly Andras c/o The Company Corporation, 201 N. Walnut Street, Wilmington DE 19801.
- VII. The powers of the incorporator are to terminate upon filing of the Certificate of Incorporation, and the name and address of the persons who are to serve as director until the first annual meeting of stockholders and their successor are elected and qualified are as follows:
- Robert H. Ripley 81-F Corte Lenosa, Greenbrae CA 94904
Gregory Brennan 8845 Lund Hill Lane, Cotati CA 94931
- VIII. Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves; (1) a director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation, or (4) a transaction from which the director derived an improper personal benefit.

I, the undersigned, for the purpose of forming a corporation under the laws of the state of Idaho, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly set my hand.

Dated: March 6, 1995



IDAHO SECRETARY OF STATE
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