



CERTIFICATE OF INCORPORATION
OF

TELCO ELECTRONICS, INC.

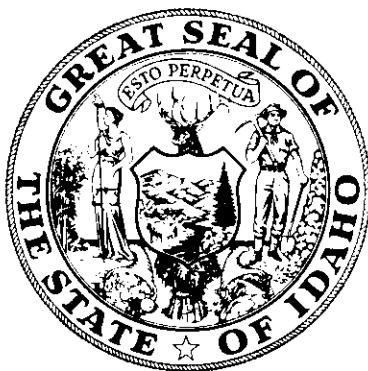
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

TELCO ELECTRONICS, INC.

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: August 30, 1982



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

TELCO ELECTRONICS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of general corporation laws of the State of Idaho, and the acts amendatory thereof, and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of this corporation is TELCO ELECTRONICS, INC.

ARTICLE II

The objects and purposes for which this corporation are formed are:

As principal, agent or otherwise, to do, in any part of the world, any and everything herein set forth to the same extent as natural persons might or could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have the power:

(a) To engage in the business of television and video cassette recorder repair, service and retail sale and marketing of all related equipment, accessories and merchandise.

(b) To build, buy, sell, lease, let, mortgage, pledge, exchange or otherwise acquire or dispose of lands, lots, houses, buildings, real property, hereditaments, appurtenances and personal property of all classes and descriptions, and wheresoever situated, and any rights and interests therein, to the same extent as natural persons might or could do and without limit as to amount.

(c) To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage,

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SECRETARY OF

1 pledge or otherwise dispose of any shares of capital stock, script, bonds,
2 mortgages, securities or evidences of indebtedness issued or created by any
3 other corporation, joint stock company or association, public or private, or by
4 whomsoever issued, and while the owner or holder thereof to possess and
5 exercise in respect thereto any and all rights, powers and privileges of
6 ownership, including the right to vote thereon.

7 (d) To make, perform, and carry out contracts of every kind
8 and description made for any lawful purpose, without limit as to amount, with
9 any person, firm, association or corporation, either public or private, or
10 with any territory or government, or any agent thereof.

11 (e) To borrow money, to draw, make, accept, endorse, transfer,
12 assign, execute and issue bonds, debentures, promissory notes, and other
13 evidences of indebtedness, and for the purpose of securing any of its obliga-
14 tions or contracts to convey, transfer, assign, deliver, mortgage and/or pledge
15 all or any part of the property or assets, real or personal, at any time owned or
16 held by this corporation, upon such terms and conditions as the Board of Direc-
17 tors shall authorize and as may be permitted by law.

18 (f) To acquire, hold, sell, reissue or cancel any shares of its
19 own capital stock; provided, however, that this corporation may not use any
20 of its funds or property for the purpose of purchasing its own common stock
21 when such would cause any impairment of the capital of this corporation; and
22 provided further that the shares of its own capital stock belonging to this cor-
23 poration shall not be voted directly or indirectly.

24 (g) To purchase or otherwise acquire the whole or any part of
25 the property, assets, business and good will of any other person, firm, cor-
26 poration or association, and to conduct in any lawful manner the business so
27 acquired, and to exercise all the powers necessary or convenient in and about
28 the conduct, management and carrying on of such business.

1 (h) To organize, incorporate and reorganize subsidiary corpora-
2 tions and joint stock companies and associations for any purpose permitted
3 by law.

4 (i) To have and to exercise any and all powers and privileges
5 now or hereafter conferred by the laws of the State of Idaho upon corporations
6 formed under the general corporation laws of the State or under any act amenda-
7 tory thereof or supplemental thereto or substituted therefor.

8 (j) To have one or more offices to carry on all or any part of
9 its operation or business, and to do all and everything necessary, suitable,
10 convenient or proper for the accomplishment of any of the purposes, or the
11 attainment of any one or more of the objects herein named, or which shall
12 at any time appear conducive or expedient for the protection or benefit of the
13 corporation, and which now or hereafter may be authorized by law, and this
14 to the same extent and as fully as natural persons might or could do, as
15 principals, agents, contractors, trustees, or otherwise, and either alone or in
16 connection with any person, firm, corporation or association.

17 ARTICLE III

18 The corporation shall have perpetual existence.

19 ARTICLE IV

20 The registered agent shall be Steven G. Hall, and the location
21 and address of the registered office and the registered agent of the corporation
22 shall be, and is 3713 Overland Road, Boise, Idaho 83705.

23 ARTICLE V

24 The amount of the capital stock of the corporation shall be, and
25 is \$10,000.00, divided into 10,000 shares. Each such share shall have a par
26 value of \$1.00. Said stock shall be, and is nonassessable.

27 ARTICLE VI

28 The names and post office addresses of the incorporators and the

number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Steven G. Hall	3713 Overland, Boise, ID 83705	101
Sharon K. Hall	3713 Overland, Boise, ID 83705	101
Errol T. Jorgensen	3713 Overland, Boise, ID 83705	99
Linda D. Jorgensen	3713 Overland, Boise, ID 83705	99

The incorporators shall serve as the Board of Directors until the first annual meeting.

ARTICLE VII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII

The number of the directors of the corporation shall be as specified in the By-Laws, and the number of said directors may from time to time be increased or decreased in such manner as may be prescribed by the By-Laws, provided the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualify.

ARTICLE IX

The voluntary sale, lease or exchange of all the property and assets of the corporation, including its good will and its corporate franchises, may be made by a majority of the shareholders entitled to vote thereon upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

ARTICLE X

No contract or other transaction between the corporation and any


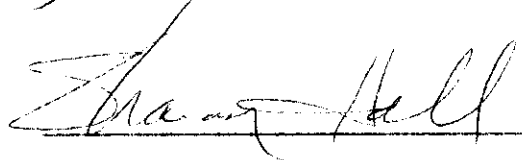
ARTICLES OF INCORPORATION, P. 4

1 other corporation and no act of the corporation shall in any way be affected
2 or invalidated by the fact that any of the directors of the corporation are
3 pecuniarily or otherwise interested in or are directors or officers of such other
4 corporation; any directors, individual or any firm of which any director may
5 be a member, may be a party to or may be pecuniarily or otherwise interested
6 in any contract or transaction of the corporation, provided the fact that he or
7 such firm is so interested shall be disclosed or shall have been known to the
8 Board of Directors or a majority thereof; and any director of the corporation
9 who is also a director or officer of such other corporation, or who is so
10 interested may be counted in determining the existence of a quorum at any
11 meeting of the Board of Directors of the corporation which shall authorize any
12 such contract or transaction with like force and effect as if he were not such
13 director or officer of such other corporation or not so interested.

14 ARTICLE XI

15 The Board of Directors is expressly authorized to repeal and amend
16 the By-Laws of the corporation and to adopt new By-Laws, and the corporation
17 reserves the right to amend, alter, change or repeal any provisions contained
18 in these Articles of Incorporation in the manner now or hereafter prescribed by
19 law, by a majority vote of the shareholders, represented in person or by proxy,
20 at any annual meeting of the shareholders or any meeting duly called for that
21 purpose, except where the laws of the State of Idaho provide otherwise.

22 IN WITNESS WHEREOF, We have hereunto set our hands and seals
23 this 25 day of August, 1982.

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Errol T. Jorgensen

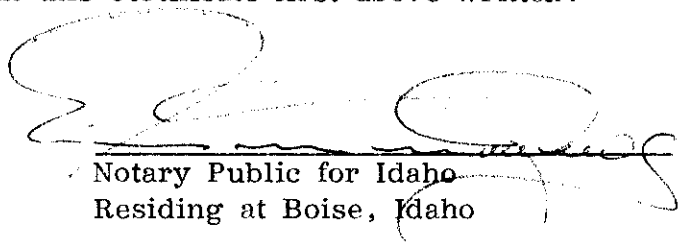
Linda Jorgensen

STATE OF IDAHO,)
 : SS.
County of Ada.)

On this 25th day of August, 1982, before me, the under-
signed, a Notary Public in and for said State, personally appeared STEVEN
G. HALL, SHARON K. HALL, ERROL T. JORGENSEN and LINDA D. JORGENSEN,
known to me to be the persons whose names are subscribed to the within instru-
ment and acknowledged to me that they executed the same.

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

(SEAL)


Notary Public for Idaho
Residing at Boise, Idaho