

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**MEDSOURCE INCORPORATED**

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 10, 1989**



*Pete T. Cenarrusa*  
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SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
FOR  
MEDSOURCE INCORPORATED

NOV 10 1975

I, the undersigned natural person being the age of twenty-one or more, acting as an incorporator under the Idaho Business Corporation Act, adopt the following articles of incorporation for such corporation.

ARTICLE ONE      NAME

The name of the corporation shall be

MEDSOURCE INCORPORATED

ARTICLE TWO      DURATION

The corporation shall have a perpetual existence.

ARTICLE THREE    PURPOSE

The purpose for which the corporation is organized are as follows:

1. To buy, sell and trade in video productions and services and to do all things necessary for accomplishment of the same; to do so as a wholesaler, retailer, distributor or otherwise; to do so on its own account or for the account of others; to do so by itself or in conjunction with others.
2. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for

investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and interest in or part of any of the foregoing,

and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

3. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

4. To promote or aid in any manner, financially or otherwise, any person, firm association or corporation, and to guarantee contracts and other obligations.

5. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts, and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in the Idaho Business Corporation Act, and to have

and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things set forth above to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be liberally construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### ARTICLE FOUR CAPITALIZATION

The total number of shares of stock which the corporation has authority to issue is 50,000 shares, without par value, all of one class.

The corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

#### ARTICLE FIVE AMENDMENTS

These articles of Incorporation may be amended by affirmative vote of a majority of the shares entitled to vote on each amendment.

#### ARTICLE SIX PRE-EMPTIVE SHAREHOLDER RIGHTS

The shareholders shall have pre-emptive rights to acquire unissued shares of this corporation in the manner and subject to the limitations prescribed by this Article and not otherwise. Except as provided below, before the Board of Directors shall issue any unissued shares of this corporation it shall notify each shareholder of the proposed issuance and of the terms and conditions under which the shares are proposed to be issued. For a period of thirty (30) days after the giving of such notice, any shareholder shall have right on the same terms and conditions as is stated in the notice to acquire such portion of the shares

proposed to be issued as the shares held by such shareholders bears to the total shares issued and outstanding at the time such notice is given, such right to be exercised by giving notice of such election to the corporation at its registered office. If any shareholder does not give notice of his election to acquire such shares within such 30-day period, the shares may be issued free and clear of any and all claims of that shareholder and any other shareholders, but only on terms and conditions no more favorable to the issuer than the terms and conditions stated in the notice to the shareholders. The shareholders shall have no pre-emptive rights to acquire treasury shares, shares issued in payment for property, tangible or intangible, real or personal, or for labor or services actually performed, or share issued by the corporation on the exercise of an incentive option granted to officers or employees of the corporation or officers or employees of any subsidiary corporation. The Bylaws shall make such provisions as are reasonable and appropriate to implement this right.

#### ARTICLE SEVEN REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office shall be 1145 N. 1350 E. Shelley, Idaho 83274.

The corporation's initial registered agent at such address shall be C. DRAKE CAZIER.

**ARTICLE EIGHT DIRECTORS**

The number of directors constituting the initial board of directors is two (2). The names and address of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

**C. DRAKE CAZIER**  
1145 N. 1350 E. Shelley, Idaho 83274

**ARTICLE NINE INCORPORATOR**

The name and address of the incorporator is:

**C. DRAKE CAZIER**  
1145 N. 1350 E. Shelley, Idaho 83274

**ARTICLE TEN COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS**


If this corporation enters into a contract or carries on transactions with other corporations or businesses, which other corporations or businesses have one or more common directors or managers with this corporation, then no such contracts or transaction shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes,



approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consents or such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

IN WITNESS WHEREOF, I have executed these articles of incorporation in duplicate this 20th day of February, 1989.

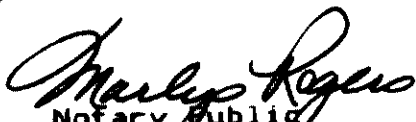
  
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C. Drake Cazier

STATE OF IDAHO

COUNTY OF KOOTENIA

I HEREBY CERTIFY that C. Drake Cazier, personally known to me to be the same person whose name is subscribed in the foregoing Articles of Incorporation as the incorporator and director of Medsource Incorporated, this day personally appeared before me and acknowledged that he executed the foregoing Articles of Incorporation freely and voluntarily.

Witness my hand and notarial seal this the 30<sup>th</sup> day of March, 1989.

  
Notary Public

My commission expires: 10/26/94  
Residing at: Coeur d'Alene, Id

(Notarial Seal)