

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

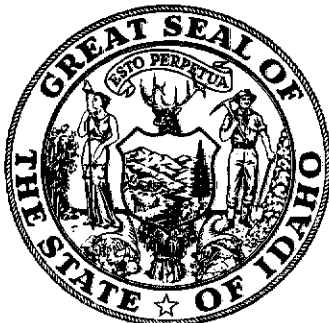
ENHANCED MUSIC PRODUCTS CORPORATION

File number C 115834

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: July 23, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

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# ARTICLES OF INCORPORATION OF

## ENHANCED MUSIC PRODUCTS CORPORATION

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for such Corporation:

### ARTICLE I

The name of the Corporation shall be ENHANCED MUSIC PRODUCTS CORPORATION.

### ARTICLE II

The Corporation shall exist in perpetuity.

### ARTICLE III

The address of the initial registered office of this Corporation shall be 6714 Pomona Road, Boise, Idaho 83704. The name of its registered agent is Gerald L. Johnson.

### ARTICLE IV

The purposes for which this Corporation is organized is all lawful business for which corporations may be incorporated under the Act.

### ARTICLE V

**Section 1. Authorized Capital.** The Corporation is authorized to issue two classes of capital stock, designated Common Stock and Preferred Stock. The total number of shares of capital stock that the Corporation is authorized to issue is 60,000,000 shares, consisting of 50,000,000 shares of Common Stock, having no par value, and 10,000,000 shares of Preferred Stock, having no par value.

**Section 2. Preferred Stock.** The Preferred Stock may be issued in one or more series. The Board of Directors is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, and rights and qualifications, limitations or restrictions of all such series. The authority of the Board with respect to each such series will include, without limiting the generality of the foregoing, the determination of any or all of the following:

(a) the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;

(b) the voting powers, if any, and whether such voting powers are full or limited in such series;

(c) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;

(d) whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series, and the dates and preferences of dividends on such series;

(e) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(f) the provisions, if any pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes of stock, or any other security of the Corporation or any other corporation or other entity, and the price or prices or the rates of exchange applicable thereto;

(g) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or entity;

(h) the provisions, if any, of a sinking fund applicable to such series; and

(i) any other relative, participating, optional, or other special powers preferences, rights, qualifications, or restrictions thereof;

all as may be determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for

issuance of such Preferred Stock (collectively, a "Preferred Stock Designation").

**Section 3. Common Stock.** Except as may otherwise be provided in a Preferred Stock Designation, the holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

## ARTICLE VI

The business of this Corporation shall be managed and conducted by a Board of Directors of not fewer than one (1) nor more than fifteen (15) members. The number of Directors constituting the initial Board of Directors shall be two (2), and the names and addresses of the persons to serve as Directors until annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Gerald L. Johnson	6714 Pomona Road Boise, Idaho 83704
J. Thomas Pawlowski	12171 W. Musket Drive Boise, Idaho 83713

## ARTICLE VII

Except as may be set forth in a Preferred Stock Designation, no shareholder of this Corporation shall have any preemptive rights with respect to (i) any shares of any class of stock of the Corporation, whether now or hereafter authorized, (ii) any warrants, rights, or options to purchase any such shares, or (iii) any obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

## ARTICLE VIII

Except as may be set forth in a Preferred Stock Designation, the shareholders of this Corporation shall not be entitled to cumulative voting at any election of Directors.

## ARTICLE IX

To the full extent permitted by the Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article IX shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

## ARTICLE X

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article X. No amendment to or repeal of this Article X shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.


## ARTICLE XI

The name and address of the Incorporator are:

<u>Name</u>	<u>Address</u>
Gerald L. Johnson	6174 Pomona Boise, Idaho 83704

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate this 23<sup>rd</sup> day of July, 1996.

  
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Gerald L. Johnson  
*Incorporator*