

CERTIFICATE OF INCORPORATION  
OF

\_\_\_\_\_  
SOUND GROUP, 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 \_\_\_\_\_

\_\_\_\_\_  
SOUND GROUP, 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: October 23, 1981



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Benny Yursa*

ARTICLES OF INCORPORATION  
OF  
SOUND GROUP, INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be:  
SOUND GROUP, INC.

ARTICLE II.

The purposes of the corporation are:

To carry on a general radio, television, electronic equipment and communications equipment sales establishment for the wholesale and retail sale, servicing, leasing, and supply of all types and kinds of radio and television sets, record players, tape recorders, electronic and communications equipment, and similar appliances; and to service and supply such products with parts and accessories; and to establish communication networks for the use of said products;

And to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III.

The period of duration of this corporation is perpetual.

ARTICLE IV.

The address of the corporations initial registered office in the State of Idaho is:

Sound Group, Inc.  
East 5380 Seltice Way  
Post Falls, Idaho 83854

The name of the corporation's initial registered agent at such address is:

Thomas R. Smith

#### ARTICLE V.

The total authorized number of par value shares of stock is 1,000. The aggregate par value of the total authorized number of par value shares is \$100,000.00.

#### ARTICLE VI.

The number of directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

<u>NAME:</u>	<u>ADDRESS:</u>
WILLIAM H. PINGREE	South 50, Cypress Drive Pinevilla Post Falls, Idaho
HELEN PINGREE	South 50, Cypress Drive Pinevilla Post Falls, Idaho
THOMAS R. SMITH	1424 Front Street Coeur d'Alene, Idaho

#### ARTICLE VII.

The names and address of each incorporator are:

<u>NAME:</u>	<u>ADDRESS:</u>
WILLIAM H. PINGREE	South 50, Cypress Drive Pinevilla Post Falls, Idaho
HELEN PINGREE	South 50, Cypress Drive Pinevilla Post Falls, Idaho
THOMAS R. SMITH	1424 Front Street Coeur d'Alene, Idaho

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record these Articles and do hereby certify the facts herein stated are true and we have accordingly hereunto set our respective hands and seals.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 8<sup>th</sup> day of October, 1981.

William H. Pingree  
William H. Pingree

Helen V. Pingree  
Helen Pingree

Thomas R. Smith  
Thomas R. Smith

STATE OF IDAHO :  
County of Kootenai : ss.

On this 8<sup>th</sup> day of October, 1981, before me, the undersigned Notary Public, personally appeared WILLIAM H. PINGREE, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

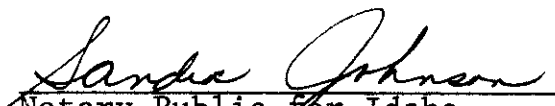
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

Sandra Johnson  
Notary Public for Idaho  
Residing at Coeur d'Alene.  
My commission expires: life

STATE OF IDAHO :  
ss.  
County of Kootenai :

On this 8<sup>th</sup> day of October, 1981, before me, the undersigned Notary Public, personally appeared HELEN PINGREE, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

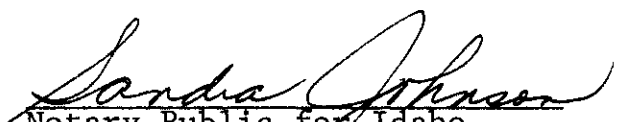
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

  
Notary Public for Idaho  
Residing at Coeur d'Alene.  
My commission expires: Life

STATE OF IDAHO :  
ss.  
County of Kootenai :

On this 15<sup>th</sup> day of October, 1981, before me, the undersigned Notary Public, personally appeared, THOMAS R. SMITH, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

  
Notary Public for Idaho  
Residing at Coeur d'Alene  
My commission expires: Life