



CERTIFICATE OF AUTHORITY  
OF

**SPORTS DISPLAY, INC.**

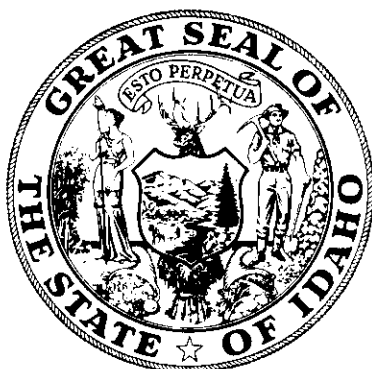
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **SPORTS DISPLAY, INC.**

\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **SPORTS DISPLAY, INC.**

to transact business in this State under the name **SPORTS DISPLAY, INC.**  
\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated **August 12**, 19 **82**.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to do business in your State, and for that purpose submits the following statement:

1. The name of the Corporation is SPORTS DISPLAY, INC.

2. \*The name which it shall use in Idaho is SPORTS DISPLAY, INC.

3. It is incorporated under the laws of California

4. The date of its incorporation is September 4, 1979 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 2882 "A" Walnut Avenue, Tustin, CA 92680

6. The street address of its proposed registered office in Idaho is Route 1, Sugar City,  
ID 83448, and the name of its proposed

registered agent in Idaho at that address is JIM LILJENQUIST

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To engage in any lawful act or activity for which a corporation may be organized under the laws of Idaho and California, other than the banking business, the trust company business or the practice of a profession to be incorporated by the Idaho and California Corporations Codes.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>TERRY L. PARKIN</u>	<u>President and Chief</u>	<u>25112 Grissom</u>
	<u>Financial Officer</u>	<u>Laguna Hills, CA 92653</u>
<u>RONALD G. BENJAMIN</u>	<u>Vice President</u>	<u>24662 Dardania</u>
	<u>and Secretary</u>	<u>Mission Viejo, CA 92691</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100,000</u>	<u>Common</u>	<u>Without par value</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>48,000</u>	<u>Common</u>	<u>Without par value</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 30, 19 82.

SPORTS DISPLAY, INC.

By

Terry L. Parkin

Its \_\_\_\_\_ President

and

Rand K. B.

Its \_\_\_\_\_ Secretary

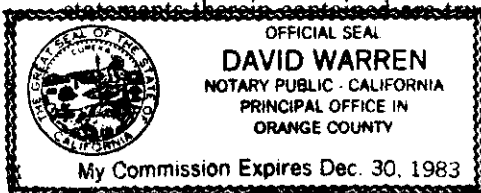
STATE OF CALIFORNIA )

)ss:

COUNTY OF ORANGE )

I, David Warren, a notary public, do hereby certify that on this 30th day of June, 19 82, personally appeared before me Terry L. Parkin, who being by me first duly sworn, declared that he is the President of Sports Display, Inc.

that he signed the foregoing document as President of the corporation and that the

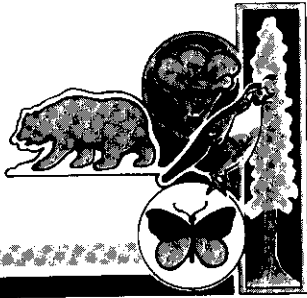


David Warren

DAVID WARREN

Notary Public

Pursuant to section 30-1-106(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



# State of California

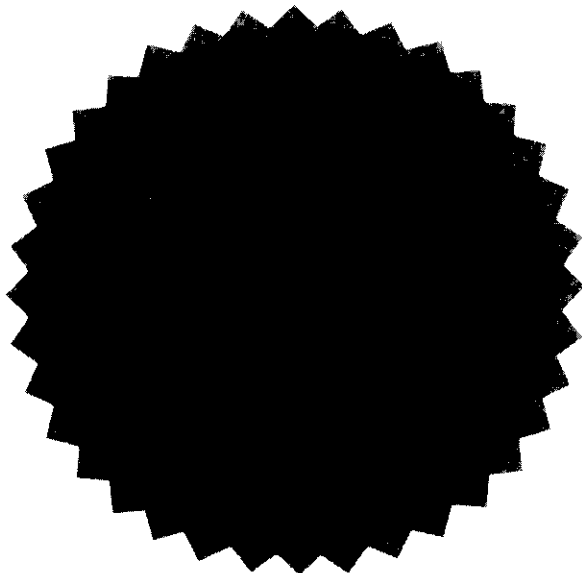
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

JUL 13 1982



*March Fong Eu*

Secretary of State

939566  
**FILED**  
In the office of the Secretary of State  
of the State of California

SEP 4 1979

MARTIN L. HARRIS  
By Bill Holden  
Deputy

ARTICLES OF INCORPORATION  
OF

RONALD BENJAMIN & TERRY PARKIN ENTERPRISES, INC.

ONE: The name of this corporation is RONALD BENJAMIN & TERRY PARKIN ENTERPRISES, INC.

TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: The name and address in this state of the corporations initial agent for service of process is David Warren, 1501 Westcliff Drive, Suite 312, Newport Beach, California.

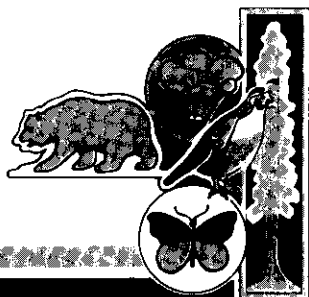
FOUR: The total number of shares which the corporation is authorized to issue is one hundred thousand (100,000).

Dated: August 30, 1979

Ronald Benjamin  
RONALD BENJAMIN

I declare that I am the person who executed the above Articles of Incorporation, and such instrument is my act and deed.

Ronald Benjamin  
RONALD BENJAMIN



# State of California

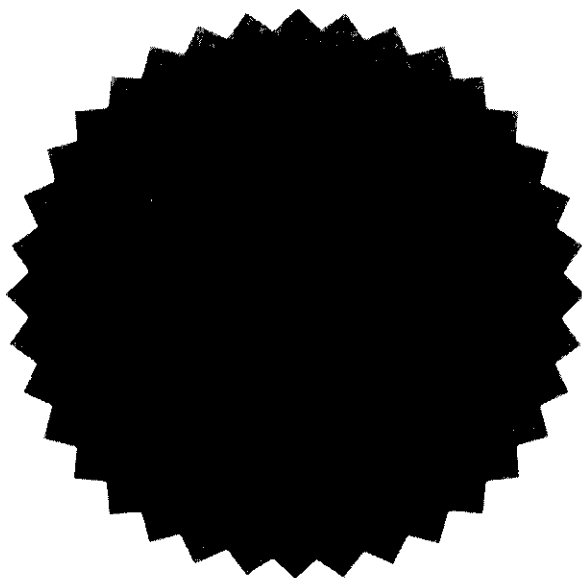
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

JUL 13 1982



*March Fong Eu*

Secretary of State

939566

A210366

FILED

In the office of the Secretary of State  
of the State of California

NOV 5 1979

HARCH FONG EL, Secretary of State

Deputy

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF

RONALD BENJAMIN &amp; TERRY PARKIN ENTERPRISES, INC.

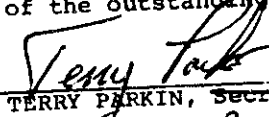
RONALD BENJAMIN and TERRY PARKIN certify that:

ONE: They are the President and Secretary, respectively, of RONALD BENJAMIN &amp; TERRY PARKIN ENTERPRISES, INC.

TWO: Article ONE of the Articles of Incorporation shall be amended to read in full as follows:

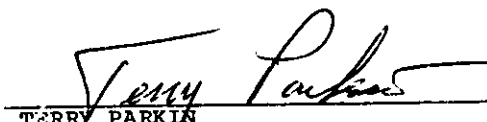
"ONE: The name of the Corporation is  
SPORTS DISPLAY, INC."THREE: The Amendment has been approved by the Board  
of Directors.

FOUR: The Amendment has been approved by the required vote of the shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The Corporation has only one class of shares. Each outstanding share is entitled to one vote. The Corporation has two thousand (2,000) shares outstanding, and, hence, the total number of shares entitled to vote with respect to the amendment was two thousand (2,000). The number of shares voting in favor of the Amendment exceeded the vote required, in that the affirmative vote of a majority, that is, more than 50 percent of the outstanding shares was required for approval of the amendment and the amendment was approved by the affirmative vote of two thousand (2,000) or 100 percent of the outstanding voting shares.

  
RONALD BENJAMIN, President  
Secretary  
TERRY PARKIN, Secretary  
PRESIDENT

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct of their known knowledge and that this Declaration was executed on September 30, 1979, at Newport Beach, California.

  
RONALD BENJAMIN

  
TERRY PARKIN