

**CERTIFICATE OF INCORPORATION
OF**

JACOBSEN SOUND, 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 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: August 17, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zavala*

ARTICLES OF INCORPORATION

OF

JACOBSEN SOUND, INC.

AUG 17 3 26 PM '89

SECRETARY OF STATE

KNOW ALL PERSONS BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be Jacobsen Sound, Inc.

ARTICLE II.

The corporation shall have perpetual existence.

ARTICLE III.

The purposes for which said corporation is formed are:

A. To operate a business dealing with the sales, installation and repair of sound reinforcement systems and components.

B. The transaction of any or all lawful business for which corporations may be incorporated.

ARTICLE IV.

The aggregate number of shares of capital stock which

this corporation shall have authority to issue shall be 50,000 shares of \$1.00 par value common stock.

ARTICLE V.

The location and post office address of the corporation's registered office and primary office of business shall be 335 Lone Star Road, Nampa, Idaho, 83651. The registered agent shall be Danny L. Jacobsen, 335 Lone Star Road, Nampa, Idaho 83651.

ARTICLE VI.

The Board of Directors shall consist of two (2) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting the Board of Directors shall not be less than two (2) nor more than six (6).

ARTICLE VII.

The initial Board of Directors shall consist of the following:

Danny L. Jacobsen
335 Lone Star Road
Nampa, Idaho 83651

Darlene J. Jacobsen

335 Lone Star Road

Nampa, Idaho 83651

ARTICLE VIII.

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.

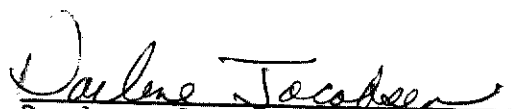
ARTICLE IX.

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not

such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporators of said corporation have hereunto set their hands and seals this 15th day of August, 1989.


Danny L. Jacobsen


Darlene J. Jacobsen