



CERTIFICATE OF INCORPORATION  
OF

PIK-A-FLICK VIDEO, INC.

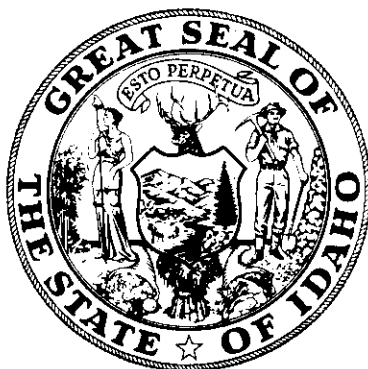
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

PIK-A-FLICK VIDEO, 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: June 1, 1984



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Denise Hiler*

JUN 1 1984

ARTICLES OF INCORPORATION

OF

PIK-A-FLICK VIDEO, INC.

JIM C. BEST, CYNTHIA M. BEST, ROGER D. McINTIRE,  
and KATHLEEN A. McINTIRE, each being over the age of eighteen  
(18) years of age and a citizen of the State of Idaho and  
United States of America, for the purpose of forming a  
corporation under the Idaho Business Corporations Act, adopts  
the following articles of incorporation.

ARTICLE I

The name of this corporation shall be PIK-A-FLICK  
VIDEO, INC.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized  
is for the transaction of any and all lawful business for  
which corporations may be incorporated under the Idaho Business  
Corporation Act.

ARTICLE IV

This corporation shall be capitalized for Fifty  
Thousand (\$50,000.00) Dollars. The total authorized stock of  
this corporation shall be divided in to Five Hundred Thousand  
shares (500,000), all of which shall be common stock with a  
par value of \$0.10 per share. Said shares shall be non-  
assessable and shall all be of the same class and every share  
of said stock shall be equal in all respects to every other  
said share.

#### ARTICLE V

This corporation shall not commence business until consideration of the value of at least Five Hundred (\$500.00) Dollars has been received for the issuance of shares.

#### ARTICLE VI

The owners of shares of stock of this corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

#### ARTICLE VII

The Board of Directors shall have full power to adopt, alter, amend, or repeal the by-laws or adopt new by-laws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend, or repeal the by-laws.

#### ARTICLE VIII

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

#### ARTICLE IX

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the by-laws, but the number of the first board of directors shall be four (4), and they shall serve until the first meeting of shareholders and

until their successors are elected and qualified, and their names and post office addresses are as follows:

JIM C. BEST  
P. O. Box 780  
Kellogg, Idaho 83837

CYNTHIA M. BEST  
P. O. Box 780  
Kellogg, Idaho 83837

ROGER D. McINTIRE  
P. O. Box 1183  
Hayden Lake, Idaho 83835

KATHLEEN A. McINTIRE  
P. O. Box 1183  
Hayden Lake, Idaho 83835

#### ARTICLE X

The address of the registered office of this corporation is 12 West Portland, Kellogg, Idaho, 83837, and the name of its registered agent at such address is Jim C. Best.

#### ARTICLE XI

The names and post office addresses of the incorporators of this corporation are as follows:

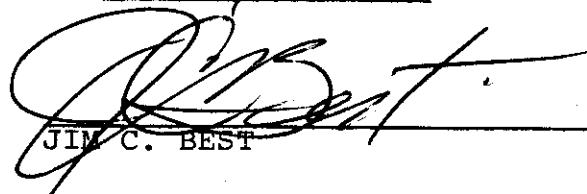
JIM C. BEST  
P. O. Box 780  
Kellogg, Idaho 83837


CYNTHIA M. BEST  
P. O. Box 780  
Kellogg Idaho 83837

ROGER D. McINTIRE  
P. O. Box 1183  
Hayden Lake, Idaho 83835

KATHLEEN A. McINTIRE  
P. O. Box 1183  
Hayden Lake, Idaho 83835

The incorporators have signed these articles of incorporation this 24 day of MAY, 1984.

  
JIM C. BEST

  
CYNTHIA M. BEST


  
ROGER D. McINTIRE

  
KATHLEE A. McINTIRE

STATE OF IDAHO       )  
                                  ) ss.  
County of Shoshone)

On this 24 day of MAY, 1984,  
before me, the undersigned, a Notary Public for the State  
of Idaho, personally appeared JIM C. BEST, and CYNTHIA M.  
BEST, known to me to be the persons whose names are subscribed  
to the within instrument and acknowledged and swore to me that  
they executed the same.


IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year in this certificate  
first above written.

  
NOTARY PUBLIC in and for the State of  
Idaho, residing at WALLACE

STATE OF IDAHO       )  
                                  ) ss.  
County of SITUA

On this 24 day of MAY, 1984,  
before me, the undersigned, a Notary Public for the State  
of Idaho, personally appeared ROGER D. McINTIRE, and KATHLEEN A.  
McINTIRE, known to me to be the persons whose names are  
subscribed to the within instrument and acknowledged and  
swore to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year in this certificate  
first above written.

  
NOTARY PUBLIC in and for the State of  
Idaho, residing at WALLACE