

ARTICLE OF INCORPORATION
OF
ACCLAIMED VIDEO, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is of legal age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and pursuant thereto certify as follows:

Article I

The name of the corporation shall be Acclaimed Video, Inc.

Article II

This corporation shall have perpetual existence.

Article III

The registered office and principal place of business of the corporation initially is located at 10378 Fairview Ave, Suite 210, Boise, Id 83704.

The registered agent for the corporation initially is Larry D Davenport.

Article IV

The objects and purposes for which this corporation is formed are to do any and all lawful business or activity which a corporation may conduct under the laws of the State of Idaho including sales of personal property, ownership of all types of property and all activities instrumental thereto.

Article V

The total number of shares that the corporation shall be authorized to issue is 100 shares of common stock, which stock shall be without par value. Each share of common capital stock shall be entitled to one vote and to participate in any dividends declared on common stock. The common capital stock shall be non-assessable but shall not have pre-emptive rights.

The capitalization of this corporation may be increased or decreased in the manner provided by law. If increased, such amendment may provide for one or more classes of stock with voting, dividend rights, pre-emptive rights, or other privileges as provided therein.

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STATE OF IDAHO

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Article VI

The initial Board of Directors of this corporation shall be composed of 2 members, but may be increased or decreased from time to time upon the vote of the shareholders. It is not necessary that a director be a shareholder of this corporation. The incorporators shall be the Board of Directors until their successors are elected at the first meeting of shareholders following incorporation. At the first meeting of stockholders, directors shall be elected to serve until the following annual meeting of stockholders, or until successors are elected or appointed.

Article VII

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts.

The sale of stock of the corporation may be qualified so that shareholders receive the benefits of Section 1244 of the Internal Revenue Code, or of any amendments thereto.

Article VIII

The Articles of Incorporation for this corporation may be amended as hereinafter provided and as authorized under the law of the State of Idaho.

Article IX

By-Laws of this corporation shall be adopted by the stockholders at the first meeting of stockholders following incorporation. Such By-Laws may provide that the Board of Directors of the corporation may by two-thirds vote of directors voting may:

- (a) Remove at any time any officer of the corporation, elected or appointed.
- (b) Repeal or amend By-Laws of the corporation or adopt new By-Laws which do not effect the term of office of a director. The Board of Directors, whenever a quorum is in attendance, by majority vote of the directors voting may exercise the usual powers of a corporate Board of Directors, as authorized under the laws of the State of Idaho, including:
 - (1) The determination, amount, and date of payment of dividends to be paid upon the issued stock of the corporation;
 - (2) Authorize mortgages, liens, other encumbrances, or transfers of real and personal property of the corporation;
 - (3) When authorized by the majority vote of the issued and outstanding stock of the corporation, or if subsequently ratified by an affirmative vote of a majority of the issued and outstanding stock of the corporation, the Board of Directors may sell, lease, or exchange all or any part of the assets of the corporation, including its franchise as a corporation, upon such terms and conditions and for such consideration, which may be

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in whole or in part shares of stock of another corporation, as the Board of Directors may deem expedient and in the best interests of this corporation.

Article X

The names of the incorporators and the amount of capital stock subscribed by each are as follows:

| <u>Name</u> | <u>Address</u> | <u>Shares</u> |
|--------------------|--------------------------------------|---------------|
| Larry D Davenport | 10943 Ashburton Ave, Boise, Id 83709 | 50 |
| Judith F Davenport | 10943 Ashburton Ave, Boise, Id 83909 | 50 |

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 3 day of the month of Aug, 199 P

Larry Davenport
Judith F Davenport