



Department of State.

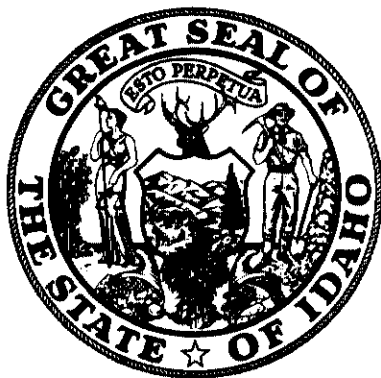
**CERTIFICATE OF INCORPORATION
OF**

SONRISE AUDIO SYSTEMS, 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: January 5, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

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ARTICLES OF INCORPORATION SECRETARY OF STATE
OF
SONRISE AUDIO SYSTEMS, INC.

The undersigned, acting as the incorporator of a corporation (the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code (the "Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Sonrise Audio Systems, Inc.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are: to transact any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is 50,000 shares, of one class only, which shall be designated as common stock. The par value of each share is \$1.00.

ARTICLE V. CAPITAL SURPLUS

When and as determined by the Board of Directors, the Corporation shall have the right to purchase, directly or indirectly, its own shares to the extent of unreserved and unrestricted capital surplus available therefor.

To the extent authorized by the Act, when and as determined by the Board of Directors, the Corporation may, from time to time, distribute to its shareholders out of capital surplus of the Corporation a portion of its assets in cash or property.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 6439 Supply Way, Boise, Idaho 83705, and the name of its initial registered agent at that office is Robert D. Glaisyer.

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be specified in the Bylaws. The number of Directors constituting the initial Board of Directors is two (2). The names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders, and until their successors shall have been elected and qualified, are:

<u>Name</u>	<u>Address</u>
Robert D. Glaisyer	6439 Supply Way Boise, Idaho 83705
George L. Sievers	264 173 Place N.E. Bellevue, Washington 98008

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Robert D. Glaisyer	6439 Supply Way Boise, Idaho 83705

Dated this 5th day of January, 1989.


Robert D. Glaisyer