

94982



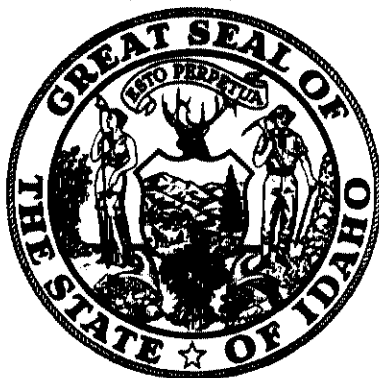
**CERTIFICATE OF INCORPORATION  
OF**

CUSTER DISTRIBUTING COMPANY, 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: April 9, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

CUSTER DISTRIBUTING COMPANY, INC. RECEIVED  
SEC. OF STATE

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is CUSTER DISTRIBUTING COMPANY, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose of purposes for which the Corporation is organized is to engage in retail, marketing, and rental of video tapes and equipment and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000). The par value of such shares shall be FIVE AND NO/100ths (\$5.00) Dollars per share and shall be of one class.

FIFTH: The sale of stock of the Corporation, after the original issue of stock is restricted as follows:

No transfer of stock shall be valid, until thirty (30) days after the Corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During

1 said thirty (30) days the Corporation shall have the option  
2 to buy, at the price set by seller, any shares of outstanding  
3 stock before its owner or the person in whose name it stands  
4 on the books of the Corporation, may transfer them. Should  
5 the Corporation not have the funds to buy the shares or  
6 should it deem it undesirable to purchase them for any other  
7 reason, another existing shareholder shall have the option  
8 for an additional thirty (30) days of purchasing the shares  
9 at the price set by the seller in proportion to the number  
10 of shares then held by said shareholder. If not exercised  
11 within this time, any sale to third persons shall be valid.  
12 Should the Corporation not take stock, then;

13 A stockholder who desires to sell his shares of stock,  
14 he must then first offer them for sale to the remaining  
15 stockholders, it being the intention to give them a  
16 preference in the purchase of such shares, and any attempted  
17 sale in violation of this provision is null and void.

18 A stockholder desiring to sell his stock shall file  
19 notice in writing of his intention with the secretary of the  
20 Corporation, stating the terms of sale, and unless his terms  
21 are accepted by any or all of the other stockholders within  
22 thirty (30) days thereafter, they shall be deemed to have  
23 waived their privilege of purchasing and he will be at  
24 liberty to sell to anyone else.

25 SIXTH: There are no provisions denying preemptive  
26 rights.

27 SEVENTH: Provisions for the regulation of the internal  
28

1 affairs of the Corporation shall be as set forth in the  
2 Corporation's By-Laws.

3 EIGHTH: The address of the initial registered office of  
4 the Corporation is 1100 Main Street, P.O. Box 849, Challis,  
5 Idaho 83226, and the name of its initial registered agent at  
6 such address is David W. Wren.

7 NINTH: The number of directors constituting the initial  
8 board of directors of the Corporation is Three (3), and the  
9 names and addresses of the persons who are to serve as  
10 directors until the first annual meeting of the shareholders  
11 or until their successors are elected and shall qualify are:

12 Loye E. Wren P.O. Box 647  
13 Challis, Idaho 83226

14 Dorothy M. Wren P.O. Box 647  
15 Challis, Idaho 83226

16 David W. Wren P.O. Box 1123  
17 Challis, Idaho 83226

18 TEN: The name and address of each incorporator is:

19 Loye E. Wren P.O. Box 647  
20 Challis, Idaho 83226

21 Dorothy M. Wren P.O. Box 647  
22 Challis, Idaho 83226

23 David W. Wren P.O. Box 1123  
24 Challis, Idaho 83226  
25  
26  
27  
28

1 Dated this 5th day of April, 1991.  
2  
3

4 INCORPORATORS:  
5

6 Loye E. Wren  
7 LOYE E. WREN  
8

9 Dorothy M. Wren  
10 DOROTHY M. WREN  
11

12 David W. Wren  
13 DAVID W. WREN  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28