



CERTIFICATE OF INCORPORATION
OF

VIDEO HOME ENTERPRISES, INC.

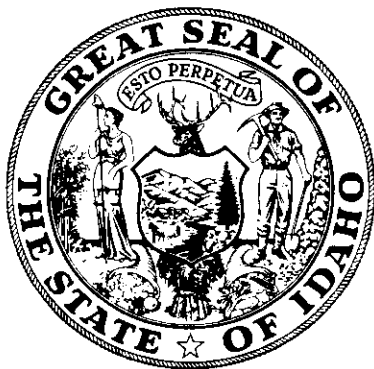
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

VIDEO HOME ENTERPRISES, 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 September 11, 19 79.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
VIDEO HOME ENTERPRISES, INC.

SEP 11 10 21 AM '79

The undersigned incorporators, acting as all of the incorporators, and additionally, constituting a quorum which will hereafter only require a majority, do under the Idaho Business Corporation Act, adopt the following articles of Incorporation for Video Home Enterprises Incorporated, an Idaho corporation.

ARTICLE I

The name of the corporation is Video Home Enterprises, Inc.

ARTICLE II

The purposes for which this corporation is formed are:

- a. To engage in video marketing services,
- b. Development and operation within the Boise metropolitan area, and the franchising in areas outside the Boise metropolitan area, of video marketing services for use both in and out of real estate, utilizing video and automated techniques and for any other lawful purposes,
- c. To buy, acquire, own, sell, dispose of and deal in real estate, corporate stock, bonds, securities and real and personal property of every type or description on its own account and for commission,
- d. To purchase, acquire, hold, pledge, transfer, sell or otherwise dispose of or deal in shares of the capital stock, bonds, debentures, notes or other securities or evidences of indebtedness of any corporation, and to receive, collect and dispose of dividends, interests, or other income on any such securities held by it; and to

purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as agent or principal,

- e. To build, construct, lease or otherwise acquire, maintain, own, utilize and operate buildings, storage houses and garages for the purposes of carrying on the business of the corporation,
- f. To purchase, acquire, own, hold, lease (either as Lessor as as Lessee), sell, exchange, subdivide, mortgage and generally operate any real or personal property of any and every kind or description, within or without the State of Idaho, necessary, suitable or useful in connection with any of the objects or purposes herein set forth,
- g. To construct and erect buildings or structures upon and to improve and maintain any and all real property owned, leased or held by this corporation; and to equip, improve and generally operate any and all personal property owned by this corporation;
- h. To purchase, hold, sell and transfer the shares of its own capital stock, provided that it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its development.
- i. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory, or municipality

of the United States or any foreign country, government or body politic,

- j. To acquire and hold all or any part of the capital stock, assets or good will of any business, or any person, firm, association or corporation engaged in any business, in whole or in part, similar or not to that of this corporation, and to hold, utilize and in any manner dispose of the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired,
- k. To borrow money for any purpose of this corporation, without limit as to amount, and to issue bonds, debentures, notes, or other evidences of indebtedness, secured or unsecured, of this corporation for the monies so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation, or in connection with its business, to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation wheresoever situated,
- l. To carry out all or any part of the foregoing objects or purposes as principal or agent, or otherwise, either alone or in conjunction with any person, association, or other corporation, and in any part of the world, and in carrying on its business and for the purposes of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such

acts and things, and to exercise any and all such powers as a natural person could lawfully make, perform and do or exercise, provided that the same be not inconsistent with the statutes of the State of Idaho,

- m. To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies and dependencies of the United States of America, and in the District of Columbia and in any or all foreign countries, and to have one or more offices within or outside the State of Idaho,
- n. To carry on and undertake any business undertakings, transactions or operations commonly carried on or undertaken by capitalists, promoters, financiers, concessionaires, contractors, brokers and commission merchants, and any other incidental business which may seem to the company convenient to carry on in connection with the above, or calculated, directly or indirectly, to enhance the value of or render profitable any of the company's property or rights,
- o. To adopt, apply for and register, purchase, lease or otherwise acquire and to use, maintain and protect, and to sell, assign or grant licenses or other rights in respect of any trademarks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto,
- p. The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner, the general powers now or thereafter conferred on this corporation by the statutes of the State of Idaho.

ARTICLE III

The existence of this corporation shall be perpetual.

ARTICLE IV

The address of the initial registered office of the corporation is, 5592 Saddle St., Boise, Idaho, 83709, and the name of its initial registered agent at such address is Michael K. Hall; but the corporation may maintain an office in such towns, cities and places outside the State of Idaho as the Board of Directors may from time to time determine.

ARTICLE V

The total amount of the authorized shares of this corporation is \$1,000.00, consisting of 1,000 shares with a par value of \$1.00 per share.

ARTICLE VI

The capital stock of this corporation shall be nonassessable, and the private property of the shareholders, and each of them, of this corporation shall not be subject to assessment or be liable for the debts, obligations or liabilities of this corporation.

ARTICLE VII

The members of the governing board of this corporation are Directors, and the Board of Directors shall consist of not less than three (3) members, nor more than four (4) and a quorum shall be a simple majority as may be provided by the By-Laws of the corporation.

ARTICLE VIII

The name and post office address of each of the incorporators signing these Articles of Incorporation, and the number of shares of stock subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Michael K. Hall	5592 Saddle St., Boise, Idaho, 83709	1
Wm. Kim Stimpson	10010 Granger Boise, ID 83704	1
Gregory Wineman	4141 Nez Perce St., #227 Boise, Idaho 83705	1

ARTICLE IX

The initial Board of Directors of this corporation shall consist of the following individuals:

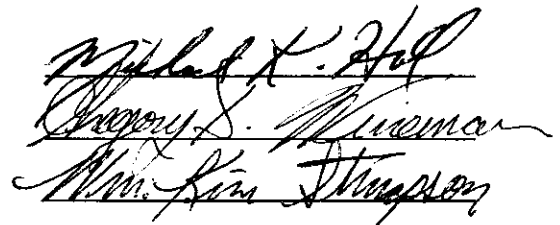
Michael K. Hall,
Diana G. Hall,
Wm. Kim Stimpson,
Gregory Wineman

ARTICLE X

The board of directors is authorized to adopt the bylaws of the corporation, subject to ratification by a simple majority vote of the shareholders.

ARTICLE XI

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this ninth (9) day of September, 1979.

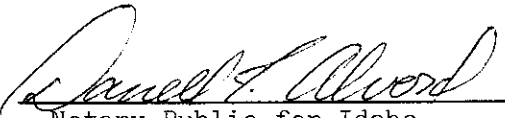


Articles of Incorporation
Video Home Enterprises, Inc.

STATE OF IDAHO)
) ss.
County of Ada)

On this 7 day of Sept, 1979, before me, the undersigned,
a notary public in and for said county and state, personally appeared
MICHAEL K. HALL, WM. KIM STIMPSON, GREGORY WINEMAN, known to me to be the
persons whose names are subscribed to the foregoing instrument, and ac-
knowledgeed to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal on the day and year first hereinabove set forth.



Notary Public for Idaho
Residing at Boise, Idaho