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STATE OF IDAHO

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DOUGLAS MUSIC SYSTEMS, INC.

IDAHO SECRETARY OF STATE
02/08/2002 05:00
CK: 4421 CT: 134246 BH: 445849
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The undersigned as officers of DOUGLAS MUSIC SYSTEMS, INC., an Idaho corporation, pursuant to resolution duly adopted by its Board of Directors on the 20th day of December, 2001, hereby amend and restate its articles of incorporation, in their entirety, to:

1. modify the capital structure of the Corporation to include a second class of 6% non-cumulative non-voting preferred stock; and
2. Increase the number of directors of the Corporation.

ARTICLE 1: NAME OF CORPORATION

The name of this corporation is DOUGLAS MUSIC SYSTEMS, INC.

ARTICLE 2: DURATION OF CORPORATION

The duration of this Corporation shall be perpetual.

ARTICLE 3: CORPORATE PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE 4: CAPITALIZATION

4.1 **SHARES.** The aggregate number of shares this Corporation shall have the authority to issue shall be:

A. One Hundred Thousand (100,000) shares of non-assessable voting common stock having a no par value; and

B. One Hundred Thousand (100,000) shares of non-assessable nonvoting common stock having a no par value; and

C. One Million (1,000,000) shares of non-assessable 6% non-cumulative nonvoting preferred stock having a One Thousand Dollar (\$1,000.00) par value, which stock shall qualify under Section 1244 of the Internal Revenue Code.

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D. Each share of voting common stock and each share of nonvoting common stock shall be identical in interest. Neither voting nor nonvoting shares shall have any preferential or superior rights; *provided, however*, that a voting share shall entitle the holder thereof to vote in accordance with the provisions of the Idaho Code.

E. Notwithstanding the above, each holder of nonvoting common stock shall nonetheless have one vote per share standing in the name of such holder on the relevant record date (and a fractional vote for any fractional share) concerning any amendment to articles of incorporation if the amendment would have any of the effects or cause any of the changes described by Idaho Code § 30-1-1009 or otherwise effect a reduction of or limitation upon any other preference or right accorded to the holder of such stock as such.

4.2. DIVIDENDS.

A. PREFERRED STOCK. The holders of the preferred stock shall be entitled to receive a six percent (6%) dividend, when and as declared by the Board of Directors, as permitted by the Bylaws of the Corporation and the laws of the State of Idaho. Such dividends shall be non-cumulative and may be payable either in cash or in shares of the capital stock of the Corporation.

B. COMMON STOCK. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the act, dividends or distributions payable either in cash, or in shares of the capital stock of the Corporation. Such dividends for common stock shall only be paid after the dividends are paid in full to the holders of the preferred stock.

4.3. STOCK NONASSESSABLE. The private property of the shareholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

4.4. VOTING POWER. The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the voting common stock, who shall be entitled to one (1) vote for each share of common stock held by them of record.

ARTICLE 5: PREEMPTIVE RIGHTS

The owners of shares of common stock of the Corporation shall 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 dividend or otherwise.

ARTICLE 6: CUMULATIVE VOTING

Shareholders shall not be entitled to cumulate their votes on any matter that properly comes before a shareholder including the election of directors of the Corporation.

ARTICLE 7: AMENDMENT OF ARTICLES OF INCORPORATION

The 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 the Corporation are granted subject to this reservation.

ARTICLE 8: REGISTERED AGENT AND OFFICE

The name and address of the registered agent of the Corporation is:

Larry D. Embury
948 Crestwood Drive
Meridian, Idaho 83642-2817

ARTICLE 9: BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be composed of at least one (1) director, but not more than seven (7) directors. The actual number may be set from time to time by the board of directors within these parameters.

ARTICLE 10: AMENDMENT OF BYLAWS

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the Corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

ARTICLE 11: ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The directors of this Corporation are not liable to the Corporation or to its shareholders for money damages for any action taken, or failure to take any action, as a director, except liability for:

- A. The amount of a financial benefit received by a director to which he or she is not entitled;
- B. An intentional infliction of harm on the Corporation or the shareholders;
- C. A violation of Idaho Code § 30-1-833; or
- D. An intentional violation of criminal law.

ARTICLE 12: INDEMNIFICATION OF DIRECTORS & OFFICERS

The Corporation shall indemnify and hold harmless each director for liability, as defined in Idaho Code § 30-1-850(5), to any person for any action taken, or any failure to take any action, as a director, except liability for:

- A. Receipt of a financial benefit to which he or she is not entitled;
- B. An intentional infliction of harm on the Corporation or the shareholders;
- C. A violation of Idaho Code § 30-1-833; or
- D. An intentional violation of criminal law.

ARTICLE 13: LIMITED LIABILITY FOR SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatsoever.

ARTICLE 14: TRANSACTIONS WITH INTERESTED PARTIES

The Corporation may enter into contracts and otherwise transact any business with its directors, officers, and shareholders, and with any entity in which they may have an interest adverse to the Corporation, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the Corporation upon such contracts or transactions.

In the absence of fraud, and with the notice required by the following paragraph, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the Corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the Corporation, for any profit or benefit realized by him through any such contract or transaction.

Directors and officers of the Corporation shall notify the Board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest. A general notice that a director or officer of the Corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors have actual knowledge of the adverse interest.

**CERTIFICATE OF ADOPTION
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION**



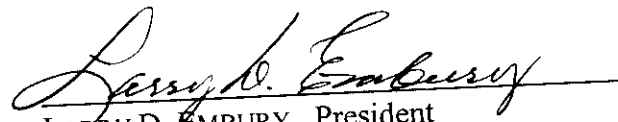
This Amendment and Restatement of the Articles of Incorporation of the Corporation contains an amendment requiring shareholder approval.

The undersigned, president and secretary of DOUGLAS MUSIC SYSTEMS, INC., hereby certify that the above Amended and Restated Articles of Incorporation were adopted by resolution of the board of directors on the 20th day of December, 2001, and were approved by the shareholders on the 20th day of December, 2001, as follows:


No. of Shares Outstanding	No. of Shares Entitled to Vote	No. of Shares Represented at Shareholder Meeting	Voting For	Voting Against
100,000	10,000	10,000	10,000	0

IN WITNESS WHEREOF, we hereunto set our hands this 20th day of December, 2001.

DOUGLAS MUSIC SYSTEMS, INC.


LARRY D. EMBURY, President

ATTEST:


ROBERT LEWIS VANALLEN, Secretary