



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

IDAHO RECREATIONAL SPORTS, 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: November 30, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zabala

May 30 12 20 PM '98
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF
IDAHO RECREATIONAL SPORTS, INC.

The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation, to-wit:

Article One

The name of the corporation is IDAHO RECREATIONAL SPORTS, INC.

Article Two

The duration of this corporation is perpetual.

Article Three

The purposes for which the corporation is organized are all legal activities for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to rental of recreational sports equipment.

Article Four

The aggregate number of shares which the corporation shall have the authority to issue is one hundred thousand (100,000) shares, having no par value. Said shares shall not be issued until they are fully paid for.

Article Five

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying the debts of this corporation.

Article Six

The number of directors of the corporation shall be as specified in the by-laws of the corporation, and any such number may be increased or decreased from time to time in such a manner as may be prescribed in the by-laws and in accordance with the Idaho Business Corporation Act. The number of directors constituting the initial board of directors is one (1), and the name and address of the person who is to serve as the director until the first annual meeting of shareholders, or until his successor is elected and qualified, are as follows:

Robert L. Booth, 5310 West State Street, Boise, Idaho.

Article Seven

The initial by-laws shall be adopted by the board of directors and shall control the internal affairs of the corporation. The power to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual meeting or special meeting of the board of directors called for that purpose, or by resolution of the directors in accordance with law.

These Articles of Incorporation may be amended by a majority vote at any annual or special meeting of the shareholders, either upon consideration of a resolution for amendment adopted by the board of directors, or upon consideration of a resolution adopted by the holders of not less than fifty-one (51%) per cent of all shares entitled to vote at such a meeting.

Article Eight

Shareholders' pre-emptive rights are not to be limited except to the extent that the same are altered by an amendment to these Articles of Incorporation, according to the by-laws and Idaho law.

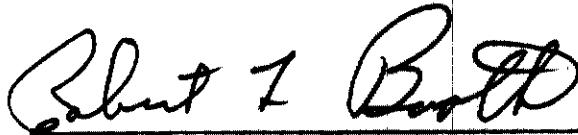
Article Nine

The address of the initial registered office of the corporation is 5310 West State Street, Boise, and the name of the initial registered agent at such address is Robert L. Booth.

Article Ten

The name and address of the incorporator of this corporation are as follows: Robert L. Booth, 5310 West State Street, Boise, Idaho.

DATED This 30th day of November, 1990.

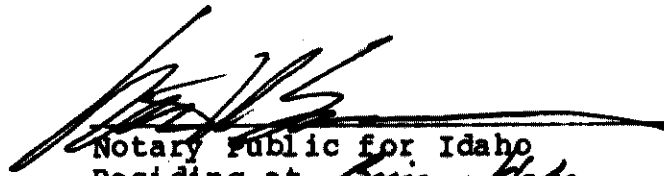


ROBERT L. BOOTH, Incorporator

STATE OF IDAHO)
) ss.
County of Ada)

On this 30th day of November, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT L. BOOTH, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.



Notary Public for Idaho
Residing at Boise, Idaho
Commission expires 4/22/92

RS&I, INC.
P.O. Box 1587
Idaho Falls, ID 83403
Phone: 208-523-5721
Fax: 208-523-0207

RECEIVED
SEC. OF STATE



DISTRIBUTORS OF QUALITY SATELLITE PRODUCTS

RECREATIONAL SPORTS & IMPORTS, INC.

90 NOV 21 AM

November 20, 1990

Secretary of State
Room 203 State House
Boise, ID 83720

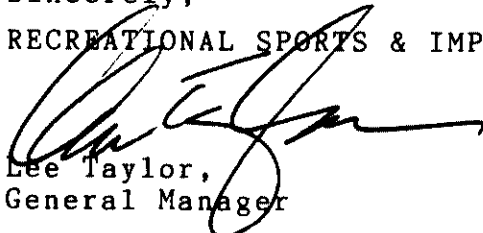
Attn: Corporate Division

To Whom It May Concern:

I am writing you this letter to inform you that we do not have a problem with the name Idaho Recreational Sports and Rentals being used as long as they are not in the Satellite TV business.

If you have any further questions, please feel free to call me.

Sincerely,
RECREATIONAL SPORTS & IMPORTS, INC.


Lee Taylor,
General Manager

LT:fw

cc: Regina Wilson

RS&I, Inc.
P.O. Box 1587
Idaho Falls, ID 83403
208-523-5721

RS&I North West, Inc.
4502 15th Street East
Tacoma, WA 98424 (at File)
206-822-8903

RS&I West Coast, Inc.
1891 Wardrobe
Merced, CA 95340
209-383-2700

RS&I LA, Inc.
1932 Elise Circle
Corona, CA 91719
714-272-8900

RS&I Bay Area, Inc.
541 Martin Ave.
Rohnert Park, CA 94928
707-585-3214

RS&I North LA, Inc.
9792 Glenoaks Blvd.
Sun Valley, CA 91352
818-767-1940

RS&I San Diego, Inc.
9673 Distribution Ave.
San Diego, CA 92121
619-889-1112