

94571



Department of State.

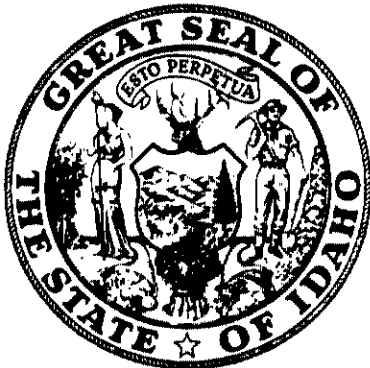
**CERTIFICATE OF AUTHORITY
OF**

ADVANTAGE ELECTRONICS INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ADVANTAGE ELECTRONICS INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to ADVANTAGE ELECTRONICS INC. to transact business in this State under the name ADVANTAGE ELECTRONICS INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated February 22, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Advantage Electronics **RECEIVED** **01 558 22 87 10 25**

2. The name which it shall use in Idaho is Advantage Electronics Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is December 17, 1990 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 2316 Baynard Boulevard, Wilmington, Delaware 19802

6. The address to which correspondence should be addressed, if different from that in item 5. 24285 Sunnymead Blvd, Suite 335, Moreno Valley, CA. 92388

7. The street address of its proposed registered office in Idaho is 300 N. 6th St, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is G T Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Jeanne K. Meadows</u>	<u>President-Director</u>	<u>26880 Ironwood</u> <u>Moreno Valley, CA. 92360</u>
<u>Dorren E. Potts</u>	<u>Secretary-Director</u>	<u>25445 Sunnymead Blvd.</u> <u>Moreno Valley, CA. 92388</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: Feb. 19, 1991

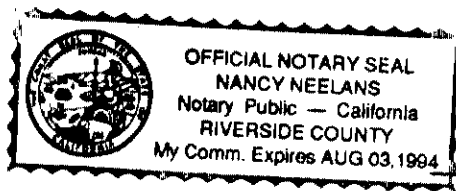
ADVANTAGE ELECTRONICS, INC.
(Corporation Name)

By Jeanne Meadows
Its President/ ~~XXXXXXX~~ (please specify)
and Ellen [Signature]
Its Secretary/ ~~XXXXXXX~~ (please specify)

STATE OF CALIFORNIA)
COUNTY OF Riverside) ss:

I, NANCY NEELANS, a notary public, do hereby certify that on this 19th day of February, 19 91, personally appeared before me JEANNE K. MEADOWS, who being by me first duly sworn, declared that (s)he is the President of ADVANTAGE ELECTRONICS, INC.

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.



Nancy Neelans
Notary Public

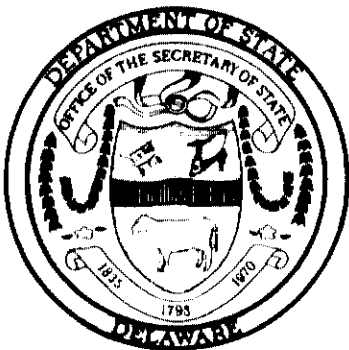


RECEIVED
SEC. OF STATE
FEB 22 AM 10 25

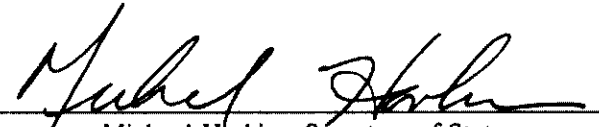
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY ADVANTAGE ELECTRONICS INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

* * * * *



791046001


Michael Harkins, Secretary of State

AUTHENTICATION: *2958922

DATE: 02/15/1991