

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

VIDEO LAND, 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: December 11, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Louisa Coulson

Corporation Clerk

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

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VIDEO LAND, INC.

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

I. NAME

The name of the corporation is **VIDEO LAND, INC.**

II. DURATION

The period of its duration is perpetual.

III. PURPOSE

The purpose or purposes for which this corporation is organized are the sale and rental of video tapes, equipment and accessories and related services and for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV. STOCK

The aggregate number of shares which the corporation shall have the authority to issue is One Thousand (1,000) shares common voting stock at no par value.

**V. PRINCIPAL PLACE OF BUSINESS
AND REGISTERED AGENT**

The address of the initial registered office of the corporation is 7965 South 3rd East, Idaho Falls, Idaho 83404, and the name of its initial registered agent at such address is Greg Yamada.

VI. INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Stephen G. Bauchman
4075 West Desert Inn Road, Suite C
Las Vegas, Nevada 89102

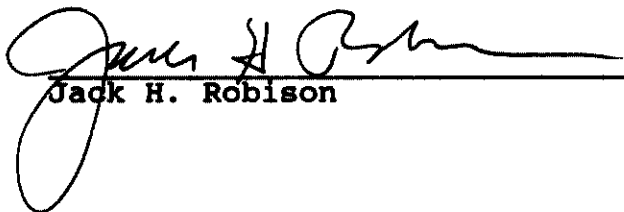
Greg Yamada
7965 South 3rd East
Idaho Falls, Idaho 83404

VII. INCORPORATOR

The name and address of the incorporator is:

Jack H. Robison
405 West Whitman
P. O. Box 967
Pocatello, Idaho 83204-0967

DATED this 10th day of December, 1991.



Jack H. Robison

STATE OF IDAHO)
) ss:
County of Bannock)

On this 10th day of December, 1991, before me, the undersigned Notary Public, in and for said State, personally appeared JACK H. ROBISON, known to me to be the person whose name is subscribed to the within 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 written above.

(SEAL)



NOTARY PUBLIC - STATE OF IDAHO
Residing at Pocatello
My Commission Expires: 3-5-97