

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

J & S ENTERPRISES, INC.

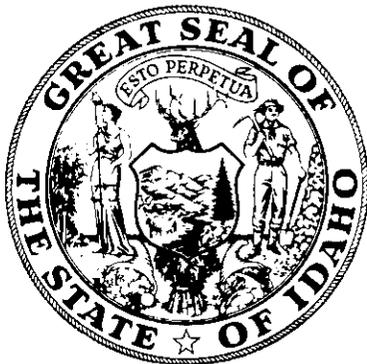
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

J & S 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: **August 17, 1984**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

Aug 17 8 46 AM '84

ARTICLES OF INCORPORATION

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STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being competent citizens of the United States of America, and all having reached the age of majority, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

I.

That the corporate name of this corporation shall be: J & S ENTERPRISES, INC.

II.

That the purposes and objects for which this corporation is formed are as follows:

(a) To purchase video franchise stores, video movies, video cassette recorders and accessories, lease and sell the video equipment and accessories to the public.

(b) To purchase all inventory and equipment necessary to operate the business.

(c) To borrow money for the purpose of this corporation to issue bonds, notes and debentures and other evidences of indebtedness therefore, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portions of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.

WELCH & OSBORN
ATTORNEYS AT LAW
26 SOUTH 9TH STREET • PAYETTE, IDAHO 83661
TELEPHONE 642-4458

1 (d) To build any or all buildings, or structures, or
2 improve or change any real property owned or leased by said
3 corporation when such action may be necessary or convenient for
4 the conduct of the business of the corporation, or to remove or to
5 waste any and all real property held or issued by the corporation
6 as may become necessary, essential or merely convenient for the
7 conduct of said corporation.

8 (e) To enter into any contract, co-operative agreement,
9 profit sharing plan, retirement plan with its officers and
10 employees as the corporation may deem advantageous or expedient,
11 or enter into any relationship or contract for compensation of
12 said officers or employees, or otherwise to reward or pay such
13 persons for their services as the Directors may deem fit.

14 (f) To exercise generally the powers customarily
15 exercised by business corporations, and particularly to exercise
16 all powers provided by the laws of the State of Idaho, referring
17 more specifically to Section 30-114 of the Idaho Code, in any
18 State in the United States and throughout the world, and also to
19 incorporate or qualify to do business in any State of the United
20 States or any country throughout the world.

21 (g) To carry on any other business, or to do anything in
22 connection with the objects and purposes above mentioned that may
23 be essential, necessary, proper, expedient, or merely convenient
24 for the corporation to accomplish success or promote the said
25 objects and purposes of the corporation. The foregoing clauses,
26 by reason of the specific enumeration of powers, shall not be held

1 to restrict the powers of the corporation to do any of the things
2 within the purview of its general purposes.

3 III.

4 This corporation shall have perpetual existence.

5 IV.

6 The principal place of business shall be 1414 Williams
7 Lane, Nampa, Idaho 83651, and the location and mailing address of
8 the registered office in this state shall be 1414 Williams Lane,
9 Nampa, Idaho 83651, and the registered agent shall be JAN BEUS of
10 the same address.

11 V.

12 That the authorized capitalization of this corporation
13 shall consist of one class of 500 shares of voting par class "A"
14 common stock, which shall have a stated value of TEN and NO/100
15 (\$10.00) Dollars per share.

16 VI.

17 The corporate powers of said corporation shall be vested
18 in the Board of Directors, two (2) in number, which may be
19 increased or decreased by a majority vote of the Board.
20 The Articles and the By-Laws of this corporation may be amended by
21 a simple majority of the Board, or a simple majority of
22 the Shareholders. The names and addresses of the first Board of
23 Directors are as follows:

24 JAN BEUS
25 1414 Williams Lane
26 Nampa, Idaho 83651

STAN BEUS
1414 Williams Lane
Nampa, Idaho 83651

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VII.

Should any provision of these Articles be found to violate any state or federal law, the remaining provisions shall constitute the Articles of Incorporation.

VIII.

The corporate stock of said corporation, at the date of incorporation, is subscribed as follows:

JAN BEUS, 250 shares

STAN BEUS, 250 shares

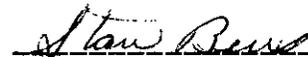
After an inventory and final accounting showing an exact contribution by all shareholders, stock will be issued to all parties to reflect said parties' actual equity. The Directors of the corporation shall authorize the issuance and sale of the 500 shares of stock of this corporation in an offering not to exceed two (2) years in a manner which will allow the stock to qualify the resulting Stockholders thereof for tax benefits under Section 1244 of the Internal Revenue Code. There shall be no preemptive rights. The incorporators are as follows, to-wit:

JAN BEUS

STAN BEUS



Jan Beus



Stan Beus

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STATE OF IDAHO)
) : SS.
County of)

On this 9th day of August, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared, JAN BEUS, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that She executed the same.

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

Bert Osborn
Notary Public for Idaho
Residing at: Payette, ID

STATE OF IDAHO)
) : SS.
County of)

On this 9th day of August, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared, STAN BEUS, known to me to be the person whose name is subscribed to the within Articles of Incorporation, 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 in this certificate first above written.

Bert Osborn
Notary Public for Idaho
Residing at: Payette, ID

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