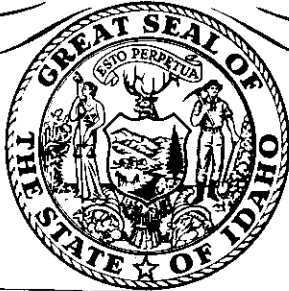


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

RECORD BACK, INC.

was filed in the office of the Secretary of State on the **Eighth** day of **August**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **120** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **fifty years** from the date hereof, with its registered office in this State located at

Boise

in the County of

Ada

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **8th** day of **August**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
RECORD RACK, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, JERRY MORRIS of Boise, Idaho, LESTER E. MORRIS of Boise, Idaho, and RUBY L. MORRIS of Boise, Idaho, desiring to form a corporation under and by virtue of the laws of the State of Idaho, do hereby associate ourselves together for said purpose and execute, acknowledge, adopt and file the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be: RECORD RACK, INC.

ARTICLE II.

That the names of the persons so hereby associating themselves together for the purpose aforesaid are Jerry Morris, Lester E. Morris and Ruby L. Morris, all of whom are residents and citizens of the State of Idaho, and all of whom are over the age of twenty-one years;

ARTICLE III.

The principal place of business and registered office of this corporation shall be at 612 North Orchard Street, Boise, Idaho, and there may be such other subordinate and branch offices hereafter established, either within or without the State of Idaho, as the Board of Directors of said corporation may determine;

ARTICLE IV.

The general nature of the business to be transacted by this corporation and the objects and purposes for which this corporation is formed are as follows:

To purchase from the manufacturers thereof for resale either at wholesale or retail, musical instruments of all kinds, and any and all other kinds of merchandise of any kind or nature, whether directly applicating to the musical industry or otherwise; to finance the purchases of musical instruments or all merchandise of any kind or nature and to collect commissions for the procurement of such financing; to engage in the general wholesale and retail musical supply business;

To do any and all other things necessary in the operation and improvement of all property held by said corporation; to loan money and to take in return therefor notes, bonds or other evidence of indebtedness together with conditional sales contracts, mortgages, Trust Deeds or pledges to secure the payment of the same;

To borrow money and to issue therefor its notes or bonds or other evidence of its indebtedness and to secure the payment of the same by the execution of a pledge deed, trust deed or mortgage upon any or all of its real or personal property; to sell and convey all or any of its corporate property, whether real or personal giving to the purchaser thereof as full and complete title as may be possessed by said corporation;

To buy, lease or otherwise acquire real estate and other buildings and to lease or sublet any real estate or building owned by said corporation to third parties; to do any and all things hereinbefore set forth and such other acts and deeds as may be necessary or expedient in the operation of the business conducted for the purpose of buying, selling, repairing and servicing phonographs, musical instruments and other musical supplies to the same extend and as fully as natural persons might do in any State or Territory of the United States of America wherein this corporation may afterward qualify to do business and generally to do and perform what other or additional acts may be necessary or desirable for the accomplishment of the purposes for which this corporation

is formed;

ARTICLE V.

The capital stock of this corporation shall be Fourteen Thousand (\$14,000.00) Dollars, divided into fourteen hundred (1400) shares of the par value of Ten (\$10.00) Dollars, per share, and said stock shall be non-assessable, and all certificates of stock issued to any purchaser of stock of this corporation shall have printed thereon the following words: "This stock is fully paid up and is non-assessable."

ARTICLE VI.

That Fourteen Thousand (\$14,000.00) Dollars, worth of the capital stock of this corporation has been subscribed by the following named persons in the amount set opposite their respective names, to-wit:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
Jerry Morris	700	\$ 7,000.00
Lester E. Morris	350	\$ 3,500.00
Ruby L. Morris	350	\$ 3,500.00

ARTICLE VII.

That the government and management of the business of this corporation shall be vested in a Board of three (3) Directors and that Jerry Morris, Lester E. Morris and Ruby L. Morris shall be and constitute the First Board of Directors of this corporation and shall hold their offices as such until their successors are elected and qualified.

ARTICLE VIII.

The Directors, as well as the stockholders, shall have power to make such

prudential By-Laws as they may deem proper for the management of the corporation, not inconsistent with the general By-Laws of the corporation, and power is hereby conferred upon the Board of Directors by a two-thirds vote of said Directors to repeal and/or amend the general By-Laws of the corporation and to adopt new general By-Laws;

ARTICLE IX.

That the time of commencement of this corporation shall be the day on which a copy of these Articles of Incorporation is filed in the office of the Secretary of the State of Idaho, and this corporation shall continue for the term of fifty (50) years thereafter.

IN WITNESS WHEREOF, The said parties have hereunto set their hands and seals this 22nd day of June, 1962.

Jerry L. Morris (SEAL)
Lester E. Morris (SEAL)
Ruby L. Morris (SEAL)

STATE OF IDAHO)
 : ss.
County of Ada)

On this 27th day of June, 1962, before me, the undersigned, a Notary Public in and for said State, personally appeared JERRY MORRIS, LESTER E. MORRIS and RUBY L. MORRIS known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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

Herald L. Weston
Notary Public
Residing at: Newport, Idaho.