



**CERTIFICATE OF INCORPORATION
OF**

SHIRLEY'S MOVIES UNLIMITED, 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: May 16, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by *Sandra M. Hawley*

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ARTICLES OF INCORPORATION
OF
SHIRLEY'S MOVIES UNLIMITED, INC.

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OF
SHIRLEY'S MOVIES UNLIMITED. INC.

THIS IS TO CERTIFY that we, the undersigned,
hereby incorporate pursuant to the Laws of the
State of Idaho providing for the formation of
corporations for profit, for the purpose and with
the powers hereinafter stated.

I

The name of the corporation is:

SHIRLEY'S MOVIES UNLIMITED. INC.

II

The general nature of and purpose of this
corporation shall be the operation of a video tape
and player rental business and the
performance of any and all activities generally
associated thereto: and also

To engage in any activity or business
permitted under the Laws of the United States and
of this State.

III

The existence of the corporation is to be
perpetual.

IV

The principle place of business of this corporation shall be: 312 South Main Hailey, Idaho 83333 and branch offices may be located in other place as may be designated from time to time.

V

The amount of capital with which this corporation shall commence business shall be no less than Five Hundred Dollars (\$500.00).

VI

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

VII

Each holder of Common stock of this corporation shall be entitled to ONE (1) vote for each share of common stock held.

VIII

Initially, this corporation shall have TWO (2) directors. The number of directors may be increased or decreases from time to time.

IX

Provisions for the regulation of the internal affairs of the corporation shall be as set out in the Bylaws of the corporation.

X

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Statutes, and all the rights conferred upon the stockholders herein are granted subject to this reservation.

XI

The name and street address of the Registered Agent of this corporation is:

Shirley A. Kolman Box 2538
312 South Main
Hailey, Idaho 83333

XII

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 of the corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

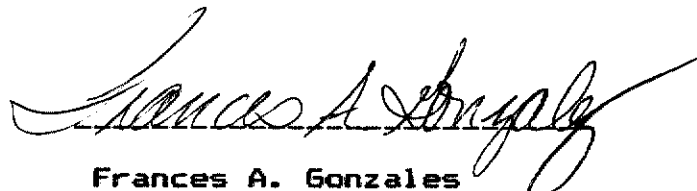
Shirley A. Kolman	Box 2538
	Hailey, Idaho 83333
Frances A Gonzoles	Box 2093
	Hailey, Idaho 83333

The names and mailing addresses of the
incorporators are as follows:

Shirley A. Kolman	Box 2538
	Hailey, Idaho 83333
Frances A. Gonzales	Box 2093
	Hailey, Idaho 83333

WE THE UNDER SIGNED, being the original
subscribers to the capitol stock hereinabove
named, for the purpose of forming a corporation to
do business both within and without the State of
Idaho, do make , subscribe acknowledge and file
these Articles of Incorporation, hereby declaring
and certifying that the facts herein are true, and
accordingly have set our hands and seals this 24th
day of March, 1988.


Shirley A. Kolman


Frances A. Gonzales

STATE OF IDAHO)

: ss.

County of BLAINE)

On this 13 day of May, 1988, before me,
the undersigned, a Notary for said state,
personally appeared SHIRLEY A. KOLMAN and
FRANCES A. GONZALES, known or
identified to me to be the persons whose names are
subscribed to the within instrument, and
acknowledged to me that they executed the same.

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

Sheri Kunkel
Notary Public for IDAHO ,
Residing at Kimberly, IDAHO,
My comission expires 3-19-91.