

AMENDED ARTICLES OF INCORPORATION

OF

FANTASIA SIGHT & SOUND, INC.

FILED

SEP 4 2 54 PM '98

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Amended Articles of Incorporation for the Corporation. All articles previously filed are amended by these Amended Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be: FANTASIA SIGHT & SOUND, INC.

ARTICLE II

PERIOD OF DURATION

The period of existence and duration of the Corporation is perpetual.

ARTICLE III

PURPOSE AND POWERS

Section 1. Corporate purpose, the purpose for which this corporation is organized is the transaction of any and all lawful business for which corporation may be incorporated under the Idaho Business Corporation Act.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including, but not limited to, the statutory powers specified in Idaho Code Section 30-1-4 to 30-1-6; as amended and supplemented

IDAHO SECRETARY OF STATE

07/22/1998 09:00
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ARTICLE IV

The meeting to amend the articles was held on the 22 day of July, 1998. The meeting of the shareholders was held pursuant to Idaho Code Section 30-1-100. There were outstanding and issued on the meeting date 40,000 shares. All of said shareholders voted for the amendment, none against.

AUTHORIZED SHARES

Section 1. Number. The aggregate number of shares of common stock which the Corporation shall have authority to issue is 100,000 shares. The aggregate per value of said shares is \$100,000, and the par value of each share is \$1.00.

Section 2. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distribution payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 3. Stock Nonassessable. The private property of the shareholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the Corporation.

Section 4. Voting Power. Each outstanding share entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. Shareholders do not have the right to cumulate their votes for directors pursuant to Idaho Code section 30-1-728(2).

ARTICLE V

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive, pursuant to Idaho Code section 30-1-630, and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

ARTICLE VI

REGISTERED OFFICE

The address of the initial registered office of the Corporation is 1001 North 21st, Boise, Idaho, and the name of its initial registered agent, at such address is Curt P. Caldwell.

ARTICLE VII

BOARD OF DIRECTORS

The initial directors will be Curt P. Caldwell, 1001 North 21st Boise, Idaho. All corporate powers shall be exercised by or under the authority of and the business and affairs of corporation managed under the direction of its board of directors subject to any limitations set forth in the shareholder agreement authorized under section 30-1-732 Idaho Code. The number of directors constituting the initial board of directors shall be three and the names and address of the persons

to serve as the directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

_____ address: _____

_____ address: _____

_____ address: _____

IN WITNESS WHEREOF, I have signed duplicate originals of these Amended Articles of Incorporation this 20 day of July, 1998.

Curt P. Caldwell
Curt P. Caldwell

SUBSCRIBED AND SWORN TO before me this 20 day of July, 1998.

Sheryl Gilgoly
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires

