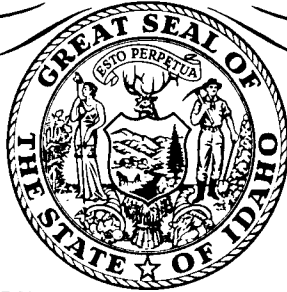


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

GENERAL RECORD SERVICE, INC.

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **10th** day of **May** 19**65**, a properly authenticated copy of its articles of incorporation, and on the **10th** day of **May** 19**65**, a designation of **T. H. Eberle or W. C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **10th** day of **May**, A.D. 19**65**.

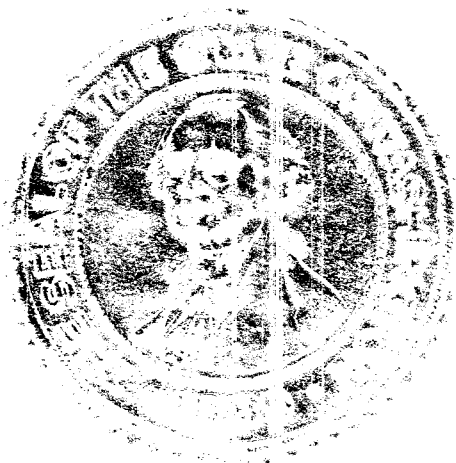
Secretary of State.

UNITED STATES OF AMERICA

THE STATE OF WASHINGTON

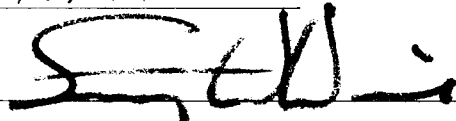
Department Of State

I, **A. LUDLOW KRAMER**, SECRETARY OF STATE OF THE STATE OF WASHINGTON AND CUSTODIAN OF THE SEAL OF SAID STATE, DO HEREBY CERTIFY THAT: the annexed is a true and correct copy of the Articles of Incorporation and all amendments thereto of GENERAL RECORDS SERVICE, INC., including Amendatory Articles changing the name to GENERAL RECORD SERVICE, INC., which have been duly filed and recorded in my office in accordance with law; I further certify that GENERAL RECORD SERVICE, INC. has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1965; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation and all amendments to the Articles of said corporation.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED HERETO THE SEAL OF THE STATE OF WASHINGTON, DONE AT THE CAPITOL, TO OAKLAND ON THIS 5TH DAY OF

May 5, 1965


STANLEY W. WORSWICK
 Assistant Secretary of State For
A. LUDLOW KRAMER
 SECRETARY OF STATE

FILE NO.

DOMESTIC

UNITED STATES OF AMERICA
THE STATE OF WASHINGTON
Department Of State

I, A. LUDLOW KREGER, SECRETARY OF STATE
OF THE STATE OF WASHINGTON AND CUSTODIAN
OF THE SEAL OF SAID STATE, DO HEREBY CERTIFY
THAT:

ARTICLES OF INCORPORATION
OF THE DOMESTIC CORPORATION

CHIEF RECORDS SERVICE, INC.

OF Seattle, Washington, WAS, ON THE DATE OF
March 16, 1965 AT 10:00 O'CLOCK A.M. FILED FOR RECORD IN
THIS OFFICE AND REMAINS ON FILE HEREIN.

Filed at request of _____
Chas. Davis, Pione & Jones

977 Tower Horton Building
Seattle, Washington 98104

Filing and recording fee \$ 50.00

License to June 30, 19 65 \$ 30.00

Excess pages @ 25¢ \$ _____

IN WESIMONY WHEREOF, I
HAVE HEREUNTO SET MY
HAND AND AFFIXED HERETO
THE SEAL OF THE STATE
OF WASHINGTON, DONE AT
THE CAPITOL, AT OLYMPIA
ON THIS THE DATE OF

March 16, 1965

Microfilmed, Roll No. 1082

Page 458 - 466

A. LUDLOW KREGER,
SECRETARY OF STATE

APPROVED
AS TO FORM AND FILED

MAR 18 1965

A. LUDLOW
SECRETARY OF STATE
BY STANLEY W. VOLSTICK
ASSISTANT SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

GENERAL RECORDS SERVICE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, PAUL H. PORTEUS, D. FERN PORTEUS, DALE M. MADDEN and DONNA MADDEN, all being over the age of twenty-one (21) years and citizens of the United States, do hereby associate ourselves together for the purpose of forming a corporation under the Uniform Business Corporation Act of the State of Washington, and for that purpose do hereby certify and adopt in triplicate the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be "GENERAL RECORDS SERVICE, INC."

ARTICLE II

The purposes and objects of this corporation are as follows:

1. To engage in the merchandising, packaging and distribution at wholesale and retail of phonograph records, display cases and other related products.

2. To engage in generally and carry on any lawful business or trade which may, in the judgment of the Board of Directors, at any time be necessary, useful or advantageous to this corporation.

3. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Washington, it is expressly provided that this corporation shall also have the following powers:

- (a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation, provided that the money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.
- (b) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.
- (c) To borrow money and give security therefor.
- (d) To enter into, make, perform and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal, or public authority, domestic or foreign.
- (e) To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or rights.
- (f) To do any and all of the things in this article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Uniform Business Corporation Act of the State of Washington, or any amendment thereto or substitute therefor, may not at the time lawfully carry on or do.

ARTICLE III

The time of existence of this corporation shall be perpetual.

ARTICLE IV

The location and post office address of the registered office of the corporation in this State shall be 3010 N.E. 163rd, Seattle, Washington.

ARTICLE V

1. The total number of shares of stock authorized and which may be issued by the corporation is 500 shares, all of which shall be of one class, of the par value of One Hundred Dollars (\$100.00) per share, and shall be known as Common Stock.

2. The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

ARTICLE VI

The amount of paid-in capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE VII

1. The number of directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time to time by amending the By-Laws, as therein provided, but the number of directors shall not be less than three nor more than nine.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Washington, the Board of Directors is expressly authorized to make, alter and repeal the By-Laws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such By-Laws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and stockholders and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or stockholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transaction shall be avoided and no such director,

officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect of all contracts and transactions with that corporation, association, firm or entity.

4. Any contract, transaction, or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or any special meeting called for such purpose, shall insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

5. The first directors of this corporation shall be four in number and their post office addresses are as follows:

<u>Name</u>	<u>Post Office Address</u>
Paul H. Portteus	7130 East Mercer Way Mercer Island, Washington
D. Fern Portteus	7130 East Mercer Way Mercer Island, Washington
Dale M. Madden	3010 N.E. 163rd Seattle, Washington
Donna Madden	3010 N.E. 163rd Seattle, Washington

The term of the first directors shall be until the first annual meeting of the stockholders of the corporation, to be held on the second Monday in March, 1966, and until their successors are elected and qualified.

ARTICLE VIII

The names and post office addresses of each of the incorporators and the number of shares subscribed by each shall be as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Paul H. Portteus	7130 East Mercer Way Mercer Island, Washington	2
D. Fern Portteus	7130 East Mercer Way Mercer Island, Washington	2
Dale M. Madden	3010 N.E. 163rd Seattle, Washington	2
Donna Madden	3010 N.E. 163rd Seattle, Washington	2

IN WITNESS WHEREOF, the incorporators hereinabove named have

hereunto set their hands in triplicate, this 11th day of March, 1965.

Paul H. Yostens

Paul H. Portteus

~~D. Zinn~~
D. Fern Porcelains

D. Porn Portals

Wm. W. Warden

Dale M. Madden

James P. H. H. H.

Donna Madden

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this day personally appeared before me PAUL H. PORTEUS and D. FEIN PORTEUS, to me known to be two of the individuals described in and who executed the within and foregoing Articles of Incorporation, and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 16th day of March, 1965.

For the Student

NOTARY PUBLIC in and for the State
of Washington, residing at _____

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this day personally appeared before me DALE M. MADDEN and DOMINI MADDEN, to me known to be two of the individuals described in and who executed the within and foregoing Articles of Incorporation, and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 14th day of March, 1965.

Paul S. Shuman
NOTARY PUBLIC in and for the State
of Washington, residing at *1400 1st Ave*

1965
FILE NO.

DOMESTIC

UNITED STATES OF AMERICA
THE STATE OF WASHINGTON
Department of State

I, E. L. KRAEMER, SECRETARY OF STATE
OF THE STATE OF WASHINGTON AND CUSTODIAN
OF THE SEAL OF SAID STATE, DO HEREBY CERTIFY
THAT:

ARTICLES OF INCORPORATION
OF THE DOMESTIC CORPORATION

GENERAL RECORDS SERVICE, INC.

(Changing name to GENERAL RECORD SERVICE, INC.)

OF Seattle, Washington, WAS, ON THE DATE OF
April 23, 1965 AT 11:00 O'CLOCK A.M. FILED FOR RECORD IN
THIS OFFICE AND REMAINS ON FILE HEREIN.

Filed at request of Horn, Davis, Riese & Jones
Attorneys at Law
977 Carter Horton Building
Seattle, Washington

Filing and recording fee \$ 10.00

License to June 30, 1965 \$

 Excess pages @ 25¢ \$

IN WITNESS WHEREOF, I
HAVE HEREUNTO SET MY
HAND AND AFFIXED HERETO
THE SEAL OF THE STATE
OF WASHINGTON, DONE AT
THE CAPITOL AT OLYMPIA
ON THIS 23 DAY OF

April 23, 1965

Microfilmed, Roll No.

Page

E. L. KRAEMER
SECRETARY OF STATE

APR 28 1965

CERTIFICATE OF CONSENT OF SHAREHOLDERS
A. LUDLOW KRAMER
SECRETARY OF STATE
BY W. J. Kramer
ASSISTANT SUPERVISOR OF CORPORATIONS
TO AMENDMENT OF ARTICLES OF INCORPORATION

It is hereby certified by the undersigned, the President and Secretary, respectively, of GENERAL RECORDS SERVICE, INC. that on the 12th day of April, 1965, there was filed with the Secretary of said corporation a consent to the holding of a special meeting of the shareholders to consider the adoption of an amendment to the Articles of Incorporation of said corporation, which consent was signed by all of the shareholders of the outstanding shares of stock of said corporation entitled to vote and at such meeting it was unanimously resolved that Article I of the Articles of Incorporation be amended to read as follows:

"ARTICLE I

The name of this corporation shall be 'GENERAL RECORD SERVICE, INC.'"

Paul H. Portteus
Paul H. Portteus, President

D. Fern Portteus
D. Fern Portteus, Secretary

SUBSCRIBED AND SWORN TO before me this 12th day of April, 1965.

Notary Public
NOTARY PUBLIC in and for the State
of Washington, residing at _____