



CERTIFICATE OF INCORPORATION
OF

AVATAR ELECTRONICS, INC.

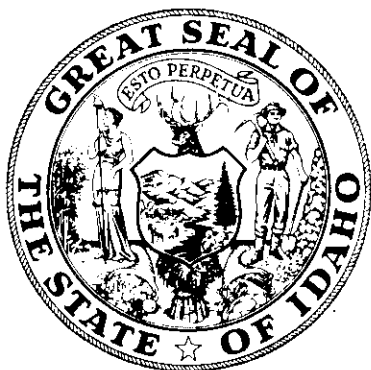
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

AVATAR ELECTRONICS, 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: **May 24, 1983**



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

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

AVATAR ELECTRONICS, INC.

MAY 24 8 42 AM '83

SECRETARY OF STATE

We, the undersigned, being natural persons of 21 years or more, and bonafide citizens of the United States of America, desiring to form a corporation pursuant to the provisions of the general corporation laws of the state of Idaho and the acts amendatory thereof and supplemental thereto, do hereby sign the following articles and certify that:

First: The name of the corporation (hereinafter called the corporation) is Avatar Electronics, Inc.

Second: The period of duration of the corporation is perpetual.

Third: The purposes for which the corporation is formed are as follows:

A. To perform all types of services related to or connected with the marketing, sales, and distribution of both new and used mobile and home electronic video equipment, stereo equipment, sound equipment, and other like and/or related entertainment equipment of all types. Also to perform all types of services related to or connected with the marketing, sales and distribution of both new and used industrial electronics equipment.

B. To perform any and all types of manufacturing, installation, repair, and refurbishing of electronic video, audio, and industrial electronic equipment and in other like or related areas connected therewith.

C. To provide financial and management advice and services of all kinds to individuals or organizations.

D. To teach, train, instruct and provide consultation for individuals and companies in any and all matters related to business and industry or any enterprise whatsoever.

E. To make, enter into, perform and carry out contracts of every kind and description with any person, firm, associations or corporations or government or subdivision thereof.

F. To acquire by purchase, exchange or otherwise, all or any part of or any interest in, the properties, assets, business and good will of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the general corporation laws of the state of Idaho; to pay for the same in case, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.

G. To such extent as a corporation organized under the general corporation laws of the state of Idaho may now or hereafter lawfully do, to do, either as principal, agent, and in any other lawful capacity, and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the general corporation laws of the state of Idaho or under any act amendatory thereof, supplemental thereto or substituted therefore.

H. The foregoing provisions of Article Three shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict

in any manner the purposes and powers of the corporation, and the purposes and powers herein specified shall, except when otherwise provided in Article Three, be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation; provided that nothing herein contained shall be construed as authorizing the corporation to engage in any enterprise, business, pursuit, or occupation prohibited to corporations organized under the general corporation laws of the state of Idaho; and provided, further, that the corporation shall not carry on any business or exercise any power in any state, territory or country which under the laws thereof the corporation may not lawfully carry on or exercise.

Fourth: The aggregate number of shares which the corporation shall have authority to issue is 30,000, all of which are of a par value of One Dollar (\$1.00) each and are of the same class and are to be common shares.

Fifth: The corporation will not commence business until consideration of the value of at least One Thousand Dollars has been received for the issuance of its shares.

Sixth: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or stockholders propose to sell or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or equity or voting shares of corporation.

Seventh: The initial By-Laws of the corporation shall be adopted by the Board of Directors at its organization meeting. Thereafter, the By-Laws of the corporation shall be adopted, amended, or repealed by the Board of Directors, except for a By-Law providing for greater quorum and voting requirements of shareholders other than provided by law.

At a meeting expressly called for the purpose, the entire Board of Directors or any individual director may be removed from office with or without cause by a vote of shareholders holding a majority of the outstanding shares, entitled to vote at an election of directors. If any or all directors are so removed, new directors may be elected at the same meeting.

Shareholders entitled to vote for the election of directors shall be entitled to cumulative voting.

The Board of Directors, by resolution adopted by a majority of the number of directors fixed by the By-Laws, may designate two or more directors to constitute a committee or committees, which committee or committees, to the extent provided in such resolution shall have and may exercise all of the authority of the Board of Directors in the management of the corporation.

In lieu of setting forth provisions in these Articles of Incorporation in respect of restrictions on the transfer of shares of the corporation, such provisions may be set forth in the By-Laws of the corporation or in a written agreement or written agreements of the parties involved.

The Board of Directors may mortgage or pledge all or any part of the property or the corporation; and, in such event, the mortgage or pledge of all or substantially all of the property or assets of the corporation, with or without good will, shall be deemed to be made in the usual and regular course of business of the corporation.

Eighth: The address of the initial registered office of the corporation in the state of Idaho is 416 South Fifth Avenue, Pocatello, Idaho 83201; and the name of the initial registered agent of the corporation in Idaho at such address is Paul R. Cleaver.

Ninth: The number of directors constituting the initial Board of Directors of the corporation is three. Thereafter, the number of directors from time to time shall be such as shall be fixed in the By-Laws; provided, however, that such number shall never be less than the minimum number prescribed by the general corporation laws of the state of Idaho.

The name and address of each of the persons who are to serve as directors and officers of the corporation until the first annual meeting of the shareholders or until their successors be elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Paul R. Cleaver, President/ Chief Executive Officer	141 North Ninth Avenue Pocatello, Idaho 83201
Russell J. Hyde, Vice-President/ Secretary	58 Maplewood Avenue Pocatello, Idaho 83204
Jerrold J. Borrowman, Director	189 Rosewood Pocatello, Idaho 83204

Tenth: The names and the address of each incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Paul R. Cleaver, President/ Chief Executive Officer	141 North Ninth Avenue Pocatello, Idaho 83201
Russell J. Hyde, Vice-President/ Secretary	58 Maplewood Pocatello, Idaho 83204
Jerrold J. Borrowman, Director	189 Rosewood Pocatello, Idaho 83204

Eleventh: No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any director of this corporation is interested in, or is a director or officer of such other corporation and any director or directors, individually or jointly, may be party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, act, or transaction of this corporation with any person, firm, or corporation shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction or in any way connected with such person, firm, or corporation and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit to himself or any firm, association, or corporation in which he may be in any wise interested.

Twelfth: A majority of the Board of Directors shall constitute a quorum, and when so constituted the Board shall be authorized to transact the business of and exercise the powers of this corporation, provided that three days previous notice of the time and place of the meeting shall have been given to the entire Board of Directors, unless such notice be waived. Notice may be given verbally in person, or in writing by mail, or personal delivery. If by mail deposit in the mails with sufficient postage must be made in time to reach the addressee three days prior to the time of the meeting in the ordinary course of mail.

Thirteenth: The annual meeting of stockholders of this corporation shall be held at its offices in Pocatello, Idaho on the second Monday of December of each year, at seven o'clock p.m. No notice of the annual meeting need be given. Special meetings of stockholders may be called by the president or by any two directors or by any number of stockholders not less than one-third of the authorized and outstanding stock entitled to vote at such meetings. Notice of special meetings shall be given in the manner provided by the laws of the state of Idaho for such meetings. The books of the corporation may be closed for the transfer of stock before the date of any stockholders meeting by resolution of the Board of Directors and the stockholders appearing of record at the time of the closing of the books shall be considered the stockholders for the purpose of the meeting. Those present at any regular or special stockholders meeting shall constitute a quorum for the transaction of business.

Fourteenth: The private property of the stockholders shall not be liable for the debts or obligations of the corporation. Any and all protections or limitations against liabilities provided by the laws of the State of Idaho shall be deemed elected by this corporation in behalf of the stockholders. Individual stockholders shall not be liable for obligations of the corporation or for obligations of any other stockholder.

Fifteenth: The capital stock of the corporation shall not be assessable

Sixteenth: These Articles of Incorporation may be amended in the manner provided by the laws of the state of Idaho.

Signed in duplicate on MAY 9, 1983

Paul R. Cleaver
Paul R. Cleaver, President/ Chief Executive Officer

Russell J. Hyde
Russell J. Hyde, Vice-President/ Secretary

Jerrold J. Borrowman
Jerrold J. Borrowman, Director

STATE OF IDAHO

COUNTY OF Bannock

I, GLEN WRIGHT, a Notary Public for BANNOCK County, hereby certify that on the 5-9, 1983, personally appeared before me Paul R. Cleaver, Russell J. Hyde, Jerrold J. Borrowman, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of MAY, 1983.

Glen Wright
Notary Public

My commission expires:

Life

MINUTES OF THE BOARD OF DIRECTORS MEETING

An organization meeting of the Board of Directors of Avatar Electronics, Inc., was held at the office of the corporation at 416 South Fifth Avenue, Pocatello, Idaho on the 17th day of February, 1983, at the hour of seven o'clock p.m.

The following officers were in attendance: Paul R. Cleaver, President, Russell J. Hyde, Vice-President/Secretary, Jerrold J. Borrowman, Director.

Paul R. Cleaver, Chairman of the Board of Directors of the corporation acted as Chairman of the meeting and Russell J. Hyde acted as secretary of the meeting.

General Minutes of the Meeting

Inasmuch as this is the organizational meeting of Avatar Electronics, Inc. it was moved by Jerrold J. Borrowman that Paul R. Cleaver be elected as President and Chief Executive Officer of the company as well as Chairman of the Board of Directors. Resolution passed unanimously.

It was further moved that Russell J. Hyde be elected as Vice-President/Secretary of the company. Passed unanimously.

Paul R. Cleaver, acting as President moved that the Articles of Incorporation be adopted and filed with appropriate authorities in the state of Idaho. Passed unanimously.

It was moved that in accordance with the laws of the state of Idaho that the Board of Directors will approve all major decisions of the corporation and that a quorum will consist of two members of the Board. A majority of the members present will be needed to ratify a decision of the Board. Passed unanimously.

It was further moved that the conduct of day to day operations will be under the direction of the President and the Secretary without need for reference to the entire Board of Directors, except for large or unusual decisions. Passed unanimously.

It was moved that these resolutions would, until modified, serve as the By-Laws of the Corporation. Passed unanimously.

It was moved that a checking account and appropriate bookkeeping systems be established to document the activities of the corporation. Approved unanimously.

It was moved that 30,000 shares of stock be issued, with a par value of one dollar each (\$1.00). Resolution passed.

It was further moved that these stock be issued as follows:

13,000 shares to Paul R. Cleaver for and in consideration of money and services contributed.

5,000 shares to Jerrold J. Borrowman for money contributed.

5,000 shares to Russell J. Hyde for money contributed.

7,000 shares shall be retained as unissued treasury stocks
Motion passed unanimously.

Russell J. Hyde suggested that an unofficial planning meeting be held to determine goals, priorities and a timetable for the next six months of operations. Passed unanimously

Paul R. Cleaver moved that appropriate forms be filed with the Internal Revenue Service to secure, for tax purposes, designation as a Sub-Chapter S Corporation as defined by IRS Rulings. Passed unanimously.

The meeting was adjourned at 8:30 p.m. on February 17th.