

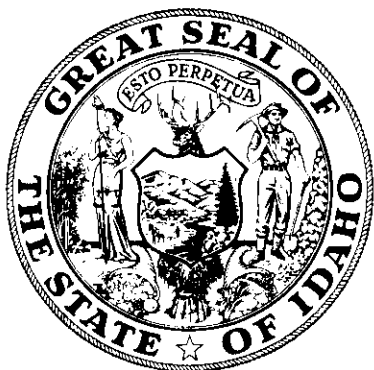
CERTIFICATE OF AUTHORITY
OF

VIDTEL INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of VIDTEL INC.
_____ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to VIDTEL INC.
_____ to transact business in this State under the name VIDTEL INC.
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated October 4, 19 82.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section _____, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is STATE VIDTEL INC
2. *The name which it shall use in Idaho is VIDTEL INC
3. It is incorporated under the laws of Utah
4. The date of its incorporation is April 29, 1982 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 50 West 990 South (P. O. Box 678) Brigham City, Utah 84302
6. The street address of its proposed registered office in Idaho is 300 North 6th Street,
Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
All phases of video marketing business
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>O. Jay Call</u>	<u>Director/President</u>	<u>P.O.Box 678, Brigham City, UT</u>
<u>Paul F. Brown</u>	<u>Director/Secretary</u>	<u>P.O.Box 678, Brigham City, UT</u>
<u>Donald W. Rognon</u>	<u>Director/V.P.</u>	<u>P.O.Box 678, Brigham City, UT</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>10,000</u>	<u>same</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	same	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated September 9, 19 81.

VIDTEL INC
By Donald W. Rognon
Its Vice President
and Paul F. Brown
Its _____ Secretary

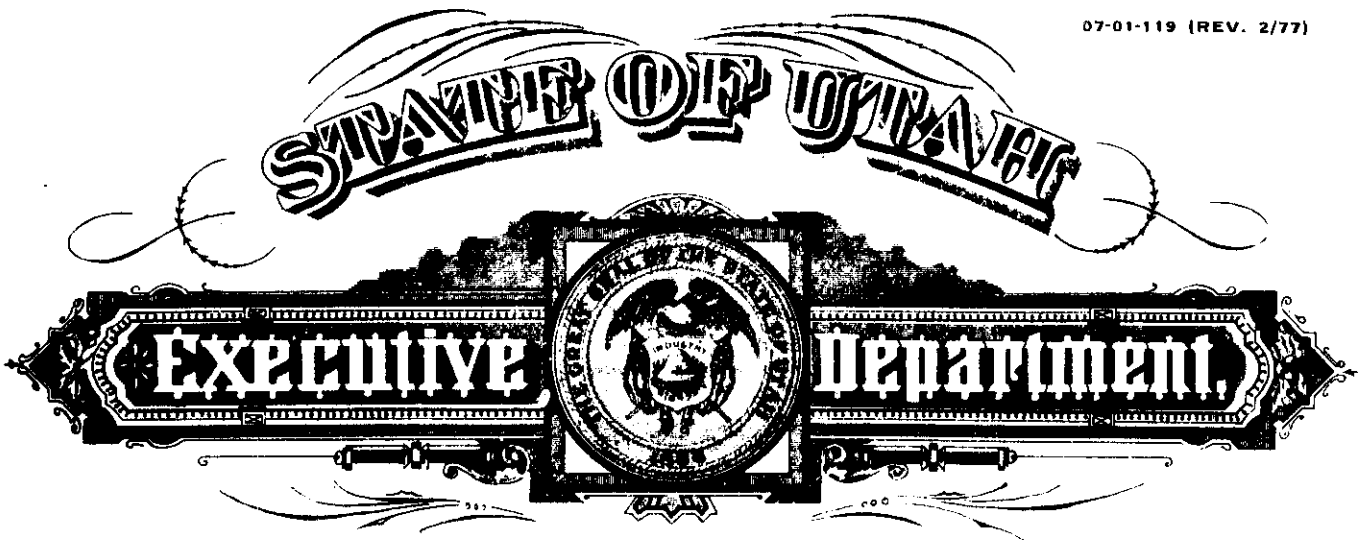
STATE OF Utah)
COUNTY OF Box Elder) ss:

I, Marcella J. Hume, a notary public, do hereby certify that on this 9th day of September, 19 82, personally appeared before me Donald W. Rognon, who being by me first duly sworn, declared that he is the Vice President of Vidtel Inc.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Marcella J. Hume
Notary Public
commission expires 11-11-1983

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



Office of Lieutenant Governor

I, DAVID S. MONSON, LIEUTENANT GOVERNOR OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of VIDTEL INC. a Utah corporation filed with this office on April 29, 1982.

AS APPEARS OF RECORD IN MY OFFICE.

File #098013

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the Great Seal
of the State of Utah at Salt Lake City, this
..... 7th day of
..... September A.D. 19 82.

David S. Monson
LIEUTENANT GOVERNOR

FILED in the Office of the Secretary of the State of Utah on the 29th day of April A.D. 1982

98013

Filed with BS fees 50.⁰⁰ ARTICLES OF INCORPORATION

OF

VIDTEL INC

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, being natural persons and of the age of twenty-one years or more and desirous of associating ourselves together for the purpose of forming a corporation, under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the corporation shall be VIDTEL INC.

ARTICLE II

Duration

The term for which this corporation is organized shall be perpetual unless it is dissolved according to law.

ARTICLE III

Purposes

The purposes and pursuits of the business, which it is agreed shall be carried on by this corporation, are as follows:

Section 1: To carry on all phases of the video marketing business, including the purchasing, leasing, operating, maintaining, warehousing, distributing, repairing, altering, manufacturing, advertising, promoting, displaying, and otherwise dealing in audiovisual equipment, including without limitation video disc players and recorders, video tapes discs, and other software, and all other forms of video and sound equipment, whether for home use, commercial use, educational use, instructional use, or for any other lawful use.

Section 2: To buy, sell, hold, trade, pledge, hypothecate, lease, sublet, borrow, lend, and otherwise deal in all types of property, both real and personal, tangible, and intangible, at either wholesale or retail levels, including without limiting the generality of the foregoing the following:

money, stocks, bonds, notes, drafts, security instruments, vacant realty, improved realty, manufacturing equipment, computer equipment, consumer products, commodities, commodities futures, precious metals, business equipment, or products, precious stones, animals, transportation vehicles, communication equipment, video equipment, petroleum products of all kinds, and accounts receivable.

Section 3: To carry on other operations incidental to the pursuits in connection with the above purposes set out and to exercise all powers conferred upon corporations generally, and particularly those powers conferred upon corporations for pecuniary profit by the laws of the State of Utah, and to have power to do any and all things as hereinabove set forth, to the same extent as natural persons could or might do either within or without of the State of Utah.

ARTICLE IV

Capitalization

Section 1: The aggregate number of shares which this corporation shall have authority to issue is ten thousand (10,000) shares of a par value of ONE DOLLAR (\$1.00) per share. All stock of the corporation shall be of the same class and have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V

Commencement of Business

The corporation shall not commence business until the consideration of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE VI

Officers

Section 1: The officers of the corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. Either the office of president or vice president may also hold the office of secretary or treasurer at the same time, provided, however that the office of president and the office of secretary shall not be simultaneously held by the same person. The officers shall be appointed by the Board of Directors and shall hold office until removed by the Board of Directors or until their successors have been duly appointed and have qualified.

Section 2: The Board of Directors may, from time to time, appoint such other subordinate officers as may be deemed by them as necessary for the proper conduct of the business of the corporation.

Section 3: Any officer or director may resign from his office by submitting his written resignation to the president or secretary of the corporation; and such resignation shall be effective as of the date of delivery.

ARTICLE VII

Directors

There shall be a Board of Directors of not less than three (3) nor more than nine (9) directors of this corporation. The directors shall be elected at the annual meeting of the stockholders and shall hold office for a period of one (1) year or until their successors are duly elected and have qualified. Any director may hold any office in the corporation. The majority of the Board of Directors holding office at any time shall constitute a quorum for the purpose of transacting the business of the corporation and to exercise its corporate powers. Should a vacancy occur for any reason in the Board of Directors, the remaining directors shall appoint a successor to hold office during the unexpired terms of the predecessor in office. The following shall constitute the initial Board of Directors of this corporation:

Osborne Jay Call	P. O. Drawer 678, Brigham City, UT
Paul F. Brown	P. O. Drawer 678, Brigham City, UT
Donald W. Rognon	P. O. Drawer 678, Brigham City, UT

They shall hold office until the next annual meeting of the shareholders or until their successors have been elected and have qualified.

ARTICLE VIII

Annual Meeting

Section 1: The annual meeting of the shareholders shall be held on the second Tuesday in June of each year at the hour of ten o'clock a.m., commencing with the year 1983. It shall be held at the office of the corporation in Brigham City, Utah, or at such other place as the directors may designate. Such designation to be made at least ten (10) days prior to said meeting. Notice of said annual meeting shall be given to all shareholders.

Section 2: Voting at the annual meeting or at any meeting of the stockholders may be in person or by written proxy and the owner of each share of issued and outstanding common stock as shown by the books of the corporation shall be entitled to one (1) vote per share.

Section 3: Special meetings of the shareholders may be called by the Board of Directors, or by a majority of the holders of the outstanding common stock of the corporation. Notice of such meeting shall be given by the secretary by registered mail at least ten (10) days before the time of the holding of said meeting, to each of the holders of stock of said corporation as shown by the books of the company, which notice shall designate the time and place of the holding of said meeting.

Section 4: Meetings of the Board of Directors of said corporation shall be held for the transaction of any business of the corporation at such place, either within or without

the State of Utah, as the Board of Directors may by resolution from time to time determine.

Section 5: All notices of the annual or special meetings as in this article provided may be waived if all stockholders or directors sign a waiver and receipt of notice of any meeting called pursuant thereto. A director or shareholder's presence at any annual or special meeting shall constitute that director's or stockholder's waiver of notice for such meeting whether or not a waiver is signed.

ARTICLE IX

Registered Office and Registered Agent

Section 1: The address of the initial registered office of the corporation shall be:

50 West 990 South
Brigham City, Utah 84302

Section 2: The registered agent of the corporation shall be:

Osborne Jay Call

ARTICLE X

Incorporators

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

Osborne Jay Call	P. O. Drawer 678, Brigham City, UT
Paul F. Brown	P. O. Drawer 678, Brigham City, UT
Donald W. Rognon	P. O. Drawer 678, Brigham City, UT

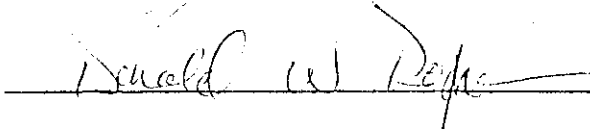
ARTICLE XI

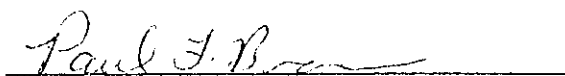
Liability of Subscribers and Shareholders

The holders or subscribers of the shares of stock of this corporation shall not be individually or personally liable to the corporation or its creditors for any debts or obligations of said corporation.

DATED this 27th day of April, 1982.







STATE OF UTAH)

) ss.

COUNTY OF BOX ELDER)

OSBORN JAY CALL, PAUL F. BROWN, and DONALD W. ROGNON, being first duly sworn depose and say that they are the Incorporators named in the foregoing Articles of Incorporation; that it is their bone fide intention to commence and carry on the business mentioned in the foregoing agreement to operate as a corporation with all the rights, privileges, and duties and obligations as set out in the Corporation Laws of the State of Utah, and more particularly known as the Business Corporation Act.

Donald W. Rognon

Paul F. Brown

STATE OF UTAH)

) ss.

COUNTY OF BOX ELDER)

I, MARCELLA J. HUME, a notary public, hereby certify that on the 27th day of April, 1982, personally appeared before me OSBORNE JAY CALL, PAUL F. BROWN, and DONALD W. ROGNON, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing copy as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of April, 1982.

(S E A L)

Marcella J. Hume

Notary Public

My commission expires:

11-11-83

Residing at Brigham City, Utah