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STATE OF NEW HAMPSHIRE

Filing Fee: \$ 25.00
+ License Fee: \$ 60.00
Total Fees: \$ 85.00

Form No. 11
RSA 293-A:54

ARTICLES OF INCORPORATION
OF

BURNHAM'S VIDEO COMPANY, INC.

FILED

MAR 30 1984

NEW HAMPSHIRE
SECRETARY OF STATE

THE UNDERSIGNED, ACTING AS INCORPORATOR(S) OF A CORPORATION UNDER THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

FIRST: The name of the corporation is Burnham's Video Company, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is empowered to transact any and all lawful business for which corporations may be incorporated under RSA 293-A. The principal purpose for which this corporation is organized is to engage in the selling of various video equipment and consumer goods, both wholesale and retail, and other goods as may be related thereto. Furthermore, this corporation may manufacture, purchase or otherwise acquire, own, mortgage, sell, assign and transfer, invest and deal with goods, wares and merchandise and personal property of every class and description.

FOURTH: Approval, license or permit from another New Hampshire agency, board or commission required prior to receiving a Certificate of Incorporation from the Secretary of State, has been obtained from: Not required for this corporation.

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is: Three Hundred (300) shares of no par value common stock.

SIXTH: Provisions, if any, for the limitation or denial of preemptive rights: Shareholders have no pre-emptive rights to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

SEVENTH: Provision, for the regulation of the internal affairs of the corporation are: The initial by-laws of the corporation to be adopted by the Board of Directors shall not be altered, amended or repealed, nor shall new by-laws be adopted except by vote of a two-thirds (2/3) majority of shareholders at any regular or special meeting.

EIGHTH: The address of the initial registered office of the corporation is 23 Juniper Street, Rochester, New Hampshire 03867, and the name of its initial registered agent at such address is Julie J. Burnham.

NINTH: The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name:

Address:

William A. Burnham

23 Juniper Street, Rochester, NH 03867

Julie J. Burnham

23 Juniper Street, Rochester, NH 03867

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TENTH: The name and address of each incorporator is:

Name:

Address:

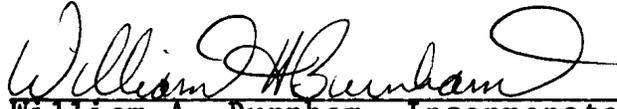
William A. Burnham

23 Juniper Street, Rochester, NH 03867

Julie J. Burnham

23 Juniper Street, Rochester, NH 03867

DATED: March 28, 1984


William A. Burnham, Incorporator


Julie J. Burnham, Incorporator