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ARTICLES OF INCORPORATION
STATE OF COLORADO

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Colorado Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is The Left Hand Book And Record Collective, Inc. 91

SECOND: The period of duration is perpetual.
in stated number of years or the word PERPETUAL

THIRD: The purpose or purposes for which the corporation is organized This corporation is organized for the purpose of owning and operating a retail business engaged in selling books and records to the public.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Seven Hundred and Fifty (750) shares, @ \$10.00 per share

FIFTH: Cumulative voting of shares of stock is NOT authorized.

SIXTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are none.

SEVENTH: The address of the initial registered office of the corporation is 2232 Kalmia, Boulder, Colorado, 80302

Address must include Building number, Street or route number, Town or City, County and Zip code

and the name of its initial registered agent at such address is Mary Sell.

EIGHTH: Address of the place of business 2232 Kalmia, Boulder, Colorado 80302

NINTH: The number of directors constituting the initial board of directors of the corporation is thirteen (13) 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: (At least 3.)

NAME	ADDRESS
<u>Steve Davis</u>	<u>1625 16th Street, Boulder, Colo</u>
<u>Mike Neuschatz</u>	<u>2804 Arapahoe, #107, Boulder, Colo</u>
<u>Susanne Neuschatz</u>	<u>2804 Arapahoe, #107, Boulder, Colo</u>

SEE ATTACHED PAGE FOR CONTINUATION OF DIRECTORS.

TENTH: The name and address of each incorporator is: (At least 3.)

NAME	ADDRESS
<u>Maureen Phelan</u>	<u>1358 Ogden, # 10, Denver, Colo</u>

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SECRETARY OF STATES OFFICE

STATE OF Colorado }
COUNTY OF Denver } RS. Maureen Phelan
Incorporator

I David Crane a notary public, hereby certify that personally appeared before me Maureen Phelan and 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 15th day of May

A. D. 19 78
My Commission expires July 24, 1982
David A. Crane
Notary Public

Note: If in form required, SET IN DEPENDENT OF THE ORIGINAL AND CARBON COPY - TYPED
Shares of stock must have a dollar amount per value or a statement that each share is of "no par value"
ADDRESS: Please advise where sent and if not at this address send to the State post office, separate departments. In the event that by reason of rural location or otherwise a street name is not available, the nearest post office address (giving as near as possible the actual physical location) may be substituted. Such address shall be printed on the original document and the County and the United States post office zip code designations shall be included.

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 (CONTINUED):

Lisa Brown,	1145 Grandview, Boulder, Colo
Maureen Phelan,	1358 Ogden #10, Denver, Colo
Chris Goodwin,	2355 Grove Street, #10, Boulder, Colo
Kathy Parker,	4620 Ludlow, Boulder, Colo
Raymond Sell,	2232 Kalmia, Boulder, Colo
Mary Sell,	2232 Kalmia, Boulder, Colo
Jim Zarichny,	3305 E. Euclid, Boulder, Colo
Eric Rehm,	730 Quince Circle, Boulder, Colo
Stewart Steers, Room	303 Farrand Hall, U. of Colorado, Boulder, Colo
Missie Chodorow,	4463 Eldorado Springs Road, Boulder, Colo

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RESTATED ARTICLES OF INCORPORATION AND AMENDMENTS
STATE OF COLORADO
THE LEFT HAND BOOK AND RECORD COLLECTIVE, INC.

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We the undersigned, natural persons of the age of (18) eighteen years of age or more, acting as Directors and desiring to amend and restate the Corporation's Articles of Incorporation originally filed May 17, 1979 under the laws of the State of Colorado do hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Colorado these restated Articles of Incorporation.

ARTICLE I

Name

THE

The name of the Corporation shall be and remain/LEFT HAND BOOK AND RECORD COLLECTIVE, INC.

ARTICLE II

Period of Duration

This Corporation shall exist in perpetuity, from and after the date of filing of these Articles of Incorporation with the Secretary of State of the State of Colorado unless dissolved according to law.

ARTICLE III

Objects, Purposes, and Powers

The objects and purposes for which the said Corporation is organized and the nature of the business to be carried on by it are as follows

Section 1. To engage in the business of owning and operating a retail book and record collective store, and to engage in the sale of books, periodicals, posters, records and any lawful business purpose, specifically but not exclusively mentioned.

Section 2. To invest in real property and personal property, including developed and undeveloped real estates and securities.

Section 3. To finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this Corporation or any other person, firm or corporation.

Section 4. To manufacture, buy, sell, lease, exchange, repair, and deal in personal property of every type.

Section 5. To construct buildings of every kind, nature and description, or other improvements upon its land or upon the lands of others, and furnish, manage, operate, sell, lease, mortgage, pledge, exchange or otherwise deal with the same.

Section 6. To act as agent, nominee, contractor, trustee or otherwise, either alone or in company with others, as fully and to the same extent as normal persons might do.

Section 7. To enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this Article, joint or in common with others.

Section 8. To lend and to advance money or to give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Corporation; and to guarantee or give security for the loans of its customers and others dealing with it.

Section 9. To enter into any kind of profit-sharing plan with its Officers or employees that the Corporation may deem advantageous or expedient or otherwise to reward or pay those persons who have been responsible for a current year's profits and who will continue to be beneficial to the Corporation's continued success, as the Directors may deem fit.

Section 10. To establish and maintain a fund to provide pensions or annuities for the benefit of employees and their dependents, and to establish and contribute to group life and health insurance plans for the benefit of the employees and their dependents.

Section 11. To support and subscribe to any charitable or public institutions, organization, or club that may be for the benefit of the Corporation or its employees or stockholders, or may be connected with the city or place where the Corporation does business, or to organize such organizations, institutions, or clubs, as deemed necessary by the Board of Directors.

Section 12. To do all and everything necessary, suitable or proper for accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes or powers.

Section 13. In general to carry on any business or activity in connection with the foregoing and to have and exercise all of the powers and rights conferred by the laws of the State of Colorado upon corporations formed under such laws.

The foregoing clauses shall be construed as objects, purposes and powers and the matters expressed in each clause shall be in no way limited by reference or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the general powers and rights of the Corporation as provided by law, nor shall the expression of one object, purpose or power be determined to exclude another, although it may be of like nature but not expressed.

ARTICLE IV

Capital and Shares

The aggregate number of shares which the Corporation shall have authority to issue is 20,000 shares at no par value, which shares shall be designated as "Common Stock". This action is taken by the Board of Directors as no shares of stock have yet been issued. All shares outstanding will be subject to redemption as authorized by Article IV, Section 7 at any time, at the option of the Board of Directors.

Section 1. Dividends. Dividends in cash, property, or shares of the Corporation may be paid upon the common stock as and when declared by the Board of Directors, out of the funds of the Corporation, to the extent and in the manner permitted by law.

Section 2. Distribution in Liquidation. Upon any liquidation, dissolution or winding up of this Corporation, and after paying or adequately providing for the payment of all its obligations and debts the remainder of the assets of the Corporation shall be distributed either in cash or in kind, pro rata, to the holders of Common Stock. The Board of Directors may, from time to time, distribute to the shareholders in partial liquidation out of stated capital or capital surplus of the Corporation, a portion of its assets, in cash or property in the manner permitted and upon compliance with limitations imposed by law.

Section 3. Issuance of Shares. At any time, and from time to time, when authorized by resolution of the Board of Directors, which resolution must be approved by a shareholder vote of 2/3 of the outstanding shares then entitled to vote, the Corporation may issue or sell any shares of its capital stock, whether out of the unissued shares thereof authorized by the Articles of Incorporation of the Corporation as originally filed or by any amendment thereof, or out of shares of its stock acquired by it after the issue thereof, and whether or not the shares thereof so issued or sold shall confer upon the holders thereof the right to exchange such shares for other shares of stock of the Corporation. The Corporation may receive in payment, in whole or in part, for any shares of the stock issued or sold by it, cash, labor done, personal property, real property, or leases thereof, and in the absence of actual fraud in the transaction, the judgement of the Board of Directors shall be final.

As of this writing, no stock has been issued and there are no shareholders.

Section 4. Transfer of Shares. Upon surrender to the Corporation, or to a transfer agent of the Corporation, of a certificate of stock duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, and such documentary stamps as may be required by law, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate, provided that Article IV, Section 5, Restriction on Transfer of Shares has been complied with. Every such transfer of stock shall be entered on the stock book of the Corporation which shall be kept at the principal office, or by its registrar duly appointed.

The Corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof, and accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as may be required by the laws of Colorado.

Section 5. Restriction on Transfer of Shares. No stockholders or his/her heirs and assigns shall either buy or sell any share of stock in this Corporation without first offering said stock to this Corporation and then in the event of a refusal by the Corporation to purchase, said stock shall be offered to the stockholders of record, thereby giving the Corporation the first right of refusal; and in the event of the Corporation's refusal, then the stockholders of record shall have the second right of refusal to purchase said stock being offered at the same price as other prospective purchasers' offer to purchase said stock from the seller. The offer to sell said stock by a shareholder shall be made in writing to the Secretary of the Corporation. If the Corporation refuses to purchase said stock within 15 working days, then the Secretary of the Corporation shall give written notice to all shareholders that said stock has been offered for sale by a shareholder, and the shareholders of record shall have 15 days in which to accept the offer to sell. The shares available for sale shall be prorated among the persons offering to purchase who have submitted their offers within the 15 day period aforementioned on the basis of the shares owned in this Corporation by the person desiring to purchase, to the shares owned by all persons desiring to purchase said shares. In the event the seller has not received an acceptance in writing of the offer to sell said stock within 30 working days from the date of the offer to sell made to this Corporation or the shareholders, or in the event this Corporation and the stockholders refuse to buy said stock, then the owner shall no longer be restricted from disposing of said stock as he so desires. All transfers of this Corporation's stock by gift shall be approved by the Board of Directors before any transfer shall be made by the transfer agent or Secretary on the books of this Corporation. The above restriction on transfer of shares shall not apply to transfers of shares between stockholders of record.

Section 6. Transfer Agent, Registrars and Paying Agents. The Board may, at its discretion, appoint one or more transfer agents, registrars, and agents for making payment upon any class of stock, bond, debenture, or other security of the Corporation. They shall have such rights and duties and shall be entitled to such compensation as may be agreed by the Board.

Section 7. Redemption. All or any part of the Common Stock for any reason, from time to time shall, at the option and discretion of 2/3 of the Board of Directors, be subject to call, by paying to the registered holder, in cash or property or both, the pro rata share of the Corporation's value determined by statement for the preceding month, less an amount determined by the Directors for out-of-pocket expenses incurred by the Corporation in implementing the redemption. Valuation and purchase shall be governed by the By-laws. The specific method of call, which shall include the manner of determining what stock is to be called, shall be fixed by the Board of Directors in the resolution calling for the redemption. The holder or holders of the share or shares called shall receive 10 days' written notice of the call. Prior to the expiration of 3 working days after it has been determined what stock is to be called, the company shall deposit in the First National Bank in Boulder, Broadway and Canyon Blvd., City of Boulder, State of Colorado, or some trust company or bank that may be designated from time to time by the Board of Directors, the amount sufficient to pay the call price of a stock called, plus all unpaid and accruing dividends up to and including the date of the call, as determined by the Board of Directors' resolution.

Section 8. Death or Incompetency. On the death or adjudication of incompetency of any stockholder, the shares owned by such stockholder may be purchased by the Corporation or remaining shareholders, or the provisions of Article IV, Section 5 of the Articles of Incorporation shall apply, as the Board of Directors may direct. The valuation and purchase or sale of such stock shall be carried out in the manner set forth in the By-laws.

ARTICLE V

Voting and Preemptive Rights

Section 1. Voting Rights. Each outstanding share of Common Stock shall be entitled to one vote and each fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders. There shall be no cumulative voting in the election of Directors.

Section 2. Preemptive Rights Denied.

Section 3. Delegation. The Board of Directors shall exercise all powers not specifically reserved for shareholders by the Articles of Incorporation or by the By-laws. Despite this Section, the Board of Directors can delegate specific functions to execute committees by resolution properly adopted and included in the minutes.

Section 4. Written Consent to Action in Lieu of a Meeting. All action required or permitted to be taken by the Board of Directors or by the shareholders may be taken without a meeting if all members of the Board or all shareholders, individually or collectively, consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board or of the shareholders, and

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shall have the same force and effect as a unanimous vote of the Directors or shareholders so acting.

Section 5. Waiver of Notice. Whenever any notice is required to be given under the provisions of any legislation or under the provisions of the Articles of Incorporation or the By-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VI

Rights of Directors, Officers and Shareholders To Contract with the Corporation

Any of the Directors, Officers, or Shareholders of this Corporation shall not, in the absence of fraud, be disqualified by his/her office or position from dealing or contracting with this Corporation either as a vendor, purchaser, or otherwise, nor shall any firm, association or corporation of which he/she may be pecuniarily interested in any manner be so disqualified. No Director, Officer, or Shareholder, nor any firm, association or corporation with which he/she is connected as aforesaid shall be liable to account to this Corporation or its shareholders for any profit realized by him/her from or through any such transaction or contract, it being the express purpose and interest of this Article to permit this Corporation to buy from, sell to or otherwise deal with partnerships, firms, or corporations of which the Directors, Officers, and Shareholders of this Corporation, or any one or more of them, may be members, directors, or officers, or in which they or any of them may be pecuniarily interested; and the contracts of this Corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such position. Furthermore, Directors, Officers, and Shareholders of this Corporation at a meeting even though they may have pecuniary interest in matters considered at such meeting, and any such action taken at such meeting with reference to such matters by a majority of disinterested Directors, shall not be void or voidable by this Corporation in the absence of fraud.

ARTICLE VII

Registered Office and Registered Agent

The address of the initial registered office of the Corporation is 2212 Kalena Ave., Boulder, Colorado 80302, and the name of the initial registered agent at such address is Mary Sell. The present registered office is 2212 Kalena Ave., Boulder, Colorado 80302, and the name of the present registered agent is Mary Sell.

ARTICLE VIII

Amendments and Bylaws

Section 1. The Corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

Section 2. The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Shareholders who shall do so by 2/3 vote of the outstanding shares.

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ARTICLE IX

Board of Directors

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Section 1. Number of Directors. The power to alter the number of Directors is vested in the Directors. The number of Directors shall never be less than three, who shall be elected in the manner set forth in the Bylaws.

SECRETARY OF STATE OFFICE

Section 2. Indemnification of Officers and Directors. Each Director and Officer of this Corporation, and each person who shall serve at its request as a Director or Officer of another corporation in which this Corporation owns shares of capital stock or which it is a creditor, whether or not then in office, and his personal representatives, shall be indemnified by the Corporation against all cost and expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she may be involved or in which he/she may be a party by reason of his/her being or having been such Director or Officer, except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the cost of litigation, but only if the Corporation is advised in writing by its counsel that in his opinion the person indemnified did not commit such gross negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which he/she may be entitled as a matter of law or by agreement.

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation, as amended, and supersede the original Articles of Incorporation and all amendments thereto.

In Witness Whereof, the Officers of the Board of Directors of ME LEFT HAND BOOK AND RECORDS COLLECTIVE have signed these Restated Articles of Incorporation this 23rd day of August 1979.

Subscribed and sworn before me this 23rd day of Aug., 1979

[Handwritten signatures and names]

Notary Public