

State of Idaho

Department of State

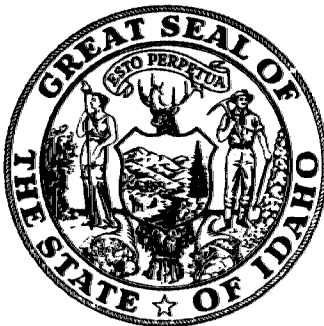
CERTIFICATE OF AUTHORITY OF

VISION MEDIA, INC.
File number C 108369

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

Dated: November 21, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

SECRET
SEC. OF STATE

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To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, 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 Vision Media, Inc.

2. The name which it shall use in Idaho is Vision Media, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Montana

4. The date of its incorporation is January 4, 1993 and the period of its duration, if other than perpetual, is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

27 North 27th Street, P.O. Box 2559, Billings, MT 59103-2559

6. The address to which correspondence should be addressed, if different than item 5, is

2000 West Riverview Drive, Post Falls, ID 83254

7. The street address of its proposed registered office in Idaho is 2000 West Riverview Drive,
Post Falls, ID 83254, and the name of its proposed registered agent in Idaho at that address is Steven A. McLain

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

Video production/sales

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
P.O. Box 83720
Boise, Idaho 83720-0080

Secretary of State use only

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CK #: 9669 CUST# 42102

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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Steven A. McLain	President	2000 West Riverview Drive, Post Falls, ID 83254
M. Dale McLain	Secretary/ Treasurer	3311 Fairway Court, Couer D'Alene, ID 83814

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

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 11-01-94

VISION MEDIA, INC.
(Corporation name)
By X Steven A. McLain
Its President/Vice President (please specify)
and M. Dale McLain
Its Secretary/Assistant Secretary (please specify)

STATE OF MONTANA)
) ss:
COUNTY OF Yellowstone)

I, ROBERT H. PRIGGE, a notary public, do hereby certify that on this 1st day of November, 19 94, personally appeared before me Steven A. McLain, who being by me first duly sworn, declared that (s)he is the President of VISION MEDIA, INC.

that (s)he signed the foregoing documents as president of the corporation and that the statements therein contained are true.



My Commission expires 09-18-98 Notary Public - State of Montana

Residing at Billings, MT

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STATE OF MONTANA

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CERTIFICATE OF EXISTENCE

I, **Mike Cooney**, Secretary of State of the State of Montana, do hereby certify that

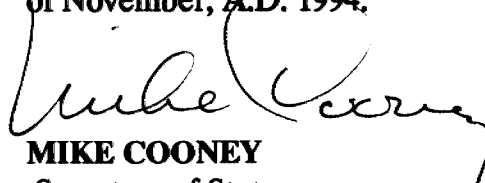
VISION MEDIA, INC.

duly filed its Articles of Incorporation in this office on **January 4, 1993** and on that date was created a body politic and corporate.

I further certify that all taxes, fees and penalties owed to this state have been paid by said corporation and that the most recent annual report has been filed with this office.

I further certify that no articles of dissolution have been placed on record in this office by said corporation and my records indicate the corporation is in good standing under the laws of the State of Montana and authorized to transact its business and conduct its affairs in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Montana at Helena, the Capital, this 4th day of November, A.D. 1994.


MIKE COONEY
Secretary of State

