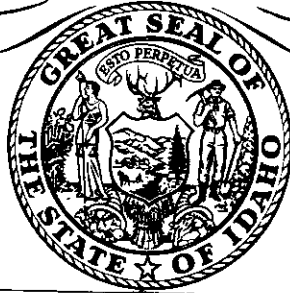


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

WESTERN MICROWAVE

a corporation duly organized and existing under the laws of **Montana** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-sixth** day of **April,** 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-sixth** day of **April,** 19 **63**, a designation of **Ralph H. Jones** in the County of **Bannock** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **26th** day of **April**, A.D. 19 **63**.

Secretary of State.

Department of the Secretary of State



OFFICE OF THE CLERK OF THE STATE OF MONTANA

I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that the annexed is a full, true and correct copy of Articles of Incorporation of MONTANA-IDAHO MICRO-WAVE, INC. as filed in this office on April 18, 1956, at the hour of 10:50 a.m.; and Amendment to articles of incorporation of MONTANA-IDAHO MICRO-WAVE, INC. changing name to WESTERN MICROWAVE and increasing capital stock, as filed in this office on May 27, 1960, at the hour of 2:45 p.m.

IN WITNESS WHEREOF, I have here-
unto set my hand and affixed the
Great Seal of the State of Montana,
at Helena, the Capital, this
14th day of December A.D.
1962.



FRANK MURRAY
Secretary of State

By

GAIL M. DeWALT
Chief Deputy



BE IT KNOWN THAT

MONTANA-IDAHO MICRO-WAVE, INC.

In accordance with the provisions of the laws of the State of Montana on the sixteenth day of April A. D. 19 56, caused its Articles of Incorporation to be filed in the office of the County Clerk of Callatin County, State of Montana, in which county the principal business of said company is to be transacted.

Now, therefore, I, S. C. Arnold ~~James H. Mitchell~~, Secretary of State of the State of Montana, do hereby certify that a copy of the Articles of Incorporation of

MONTANA-IDAHO MICRO-WAVE, INC.

certified by the County Clerk of the aforesaid County, and containing the required statement of facts prescribed by law has been filed in this office, and that such corporation is a body politic and corporate, and is authorized to do business in the State of Montana for a term of forty years.

WITNESS my official Signature hereunto subscribed and the Great Seal of the State of Montana, hereunto affixed this eighteenth day of April in the year one thousand nine hundred and fifty-six.

Secretary of State,

By

Deputy.

ARTICLES OF INCORPORATION
OF
MONTANA-IDAHO MICRO-WAVE, INC.

* * * * *

We, the undersigned, FRANK A. BROWN, of Bozeman, Montana, D. A. Nash, of Bozeman, Montana, and HOWARD I. NELSON, of Bozeman, Montana, desiring to associate ourselves together to form a corporation, under the laws of the State of Montana, do hereby associate ourselves together and do hereby make and subscribe the Articles of Incorporation, in the manner following, to-wit:

I.

The corporation name of said corporation shall be, and it is hereby declared to be "MONTANA-IDAHO MICRO-WAVE, INC."

II.

The objects and purposes for which said corporation is formed are as follows:

1. To construct, build, maintain and operate common carrier communication facilities for the transmission of television and radio electronic signals and engage in the business of providing, maintaining and operating communication common carrier facilities and micro-wave relay equipment for radio and television electronic signals in accordance with the law regulating the same, and to buy, sell, deal in, distribute and manufacture radio and television electronic signals and distribute the same to consumers, television broadcast stations, radio broadcast stations or community antenna systems.

2. To lease, buy, own, hold, deal in and sell real or personal property.

3. To make and perform contracts of any kind and description, and, in carrying on its business or for the purpose of attaining or furthering

any of its objects, to do any and all things which a co-partnership or natural person could do, and exercise, and which now or hereafter may be authorized by law.

4. The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

III.

The principal business of said corporation shall be transacted, and its principal office shall be kept, at Bozeman, Gallatin County, Montana.

IV.

The term for which said corporation is organized and is to exist is forty (40) years from and after the issuance of the certificate of incorporation by the Secretary of State of the State of Montana.

V.

The number of directors who shall manage the business affairs of said corporation shall be three (3), and the names and residences of the directors who shall manage the business affairs of said corporation for the first three months, and until their successors are elected and qualified are:

Frank A. Brown	Bozeman, Montana
D. A. Nash	Bozeman, Montana
Howard L. Nelson	Bozeman, Montana

VI.

The amount of capital stock of said corporation is Fifty Thousand Dollars (\$50,000.00), and the number and class of shares into which it is divided is Two Hundred Fifty (250) shares of common stock of the par value of One Hundred Dollars (\$100.00) each, and Two Hundred Fifty (250) shares of preferred stock of the par value of One Hundred Dollars (\$100.00) each; the preferred stock shall be entitled to preferred dividends at the rate of six per cent (6%) per annum on the par value, which shall be cumulative and paid

before any dividends shall be paid on the common stock, and no other dividends shall be paid on the preferred stock.

The holders of preferred stock shall have, on liquidation or dissolution of the corporation, preference over common stock as to unpaid dividends and to the extent of its par value. The whole or any part of the preferred stock may be retired by resolution of the Board of Directors of the corporation upon sixty (60) days' written notice to the holder of record of such stock, by paying such holders in cash the par value of said stock, and in addition thereto, all unpaid dividends accrued thereon at the date fixed for redemption. The holders of preferred stock shall not be entitled to vote at any stockholders' meeting.

VII.

All transfers of stock shall be ineffective until recorded on the books of the corporation. The common stock of the corporation shall not be sold or transferred, other than by a decree of distribution in the estate of a deceased owner of such stock, without such stock first being offered to the corporation for redemption, at either book value or par value of the same, whichever may be the higher, and the corporation shall have thirty (30) days from the date that said stock is offered for sale in which to redeem the same at said price, and if not redeemed by the corporation within thirty (30) days from the date the corporation is so notified, the owner of said stock shall have a right to sell the same and have the same transferred to any other purchaser.

VIII.

All stock of the corporation shall be non-assessable.

The amount of capital stock of the corporation which has been actually subscribed is three (3) shares of its common stock, and the following are the names of the persons by whom the same has been subscribed, and the amount subscribed by each of them, to-wit:

Frank A. Brown, of Bozeman, Montana - One (1) share,
amounting to One Hundred Dollars (\$100.00);

D. A. Nash, of Bozeman, Montana - One (1) share,
amounting to One Hundred Dollars (\$100.00);

Howard I. Nelson, of Bozeman, Montana - One (1) share,
amounting to One Hundred Dollars (\$100.00).

IN WITNESS WHEREOF, We have hereunto set our hands and
seals, this 16th day of April, A. D., 1958.

D. A. Nash (SEAL)

Howard I. Nelson (SEAL)

(Seal)
Frank A. Brown (SEAL)

STATE OF MONTANA)

County of Gallatin)

On this 16th day of April, A. D., 1958, before me, Douglas
R. Drysdale, a Notary Public in and for said State, personally appeared
Frank A. Brown, D. A. Nash, and Howard I. Nelson, who are known to me
to be the persons whose names are subscribed to the within instrument, and
severally acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my notarial seal at my office in Bozeman, Montana, the day and year in this
certificate first above written.

Douglas R. Drysdale
Notary Public for the State of Montana.
Residing at Bozeman, Montana.
My Commission expires June 30, 1958.

(Seal)

BE IT KNOWN THAT

MONTANA-IDAHO MICRO-WAVE, INC.

on the nineteenth day of May, A. D. 1960, in accordance with the provisions of 15-201 - 15-206 Revised Codes of Montana, 1947, caused its Certificate of Amendment to be filed in the office of the County Clerk of Gallatin County, State of Montana, in which County the original Articles of Incorporation were filed.

NOW, THEREFORE, I, FRANK MURRAY, Secretary of State of the State of Montana, do hereby certify that a copy of said Certificate of Amendment changing name of

MONTANA-IDAHO MICRO-WAVE, INC.

to

WESTERN MICROWAVE

and increasing capital stock from

Fifty thousand dollars (\$50,000.00)

to

Seventy-five thousand dollars (\$75,000.00)

and certified by the County Clerk of the aforesaid County, and containing the required statement of facts prescribed by said Code, has been this day filed in this office.

IN WITNESS WHEREOF, I have here-
unto set my hand and affixed the Great
Seal of the State of Montana, at Helena,
the Capital, this 27th day of May A.D.
1960.

Frank Murray
FRANK MURRAY
Secretary of State

By:

Gail M. DeWalt
Gail M. DeWalt
Chief Deputy

CERTIFICATE OF PROCEEDINGS OF STOCKHOLDERS OF
MONTANA-IDAHO MICRO-WAVE INC.
AMENDING ARTICLES OF INCORPORATION

THIS IS TO CERTIFY That at a meeting of the Stockholders of Montana-Idaho Micro-Wave, Inc., held at the offices of said corporation at 233 East Main Street in Bozeman, Montana, on the 7th day of March, 1960, at the hour of 2:30 P. M., pursuant to the following Waiver of Notice and Consent to meeting signed by all of the Stockholders of said Corporation, to-wit:

WAIVER OF NOTICE AND CONSENT

WE, the undersigned, being all of the stockholders of Montana-Idaho Micro-Wave, Inc., a corporation, duly organized and existing under and by virtue of the laws of the State of Montana, do hereby severally waive notice of time, place and purpose of a special meeting of the Stockholders of said Corporation, and hereby consent that the same shall be held in the offices of said corporation at 233 East Main Street in Bozeman, Montana, at the hour of 2:30 P. M. on the 7th day of March, 1960, and we do further consent to the transaction of any and all business that may come before the meeting.

DATED this 7th day of March, 1960.

Bob Magness /s/
Bob Magness

Betsy Magness /s/
Betsy Magness

Paul B. McAdam /s/
Paul B. McAdam

Doris S. McAdam /s/
Doris S. McAdam

That all of the Stockholders of said Corporation, they being Bob Magness, Betsy Magness, Paul B. McAdam and Doris S. McAdam, were present at said meeting.

That among the other business transacted at said meeting, the following Resolutions were made and adopted by the unanimous vote of all of the Stockholders of the Corporation, all members voting aye and no members voting nay to the adoption thereof:

BE IT RESOLVED: That the name of the Corporation be changed
from Montana-Idaho Micro-Wave, Inc. to


WESTERN MICROWAVE

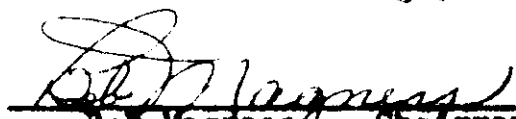
by which latter name it shall hereafter be known, and
that Article I of the Articles of Incorporation of this
Corporation be amended to so read.

BE IT RESOLVED: That Article VI of the Articles of Incorporation
of this Corporation shall be amended so as to change the
capital stock structure of said Corporation and to read
as follows:

"The amount of capital stock of said Corporation is
Seventy-five Thousand Dollars (\$75,000.00), and the number
and classes of shares into which it is divided is Two
Hundred Fifty (250) shares of common stock of the par value
of One Hundred Dollars (\$100.00) each, and Five Hundred
(500) shares of preferred stock of the par value of One
Hundred Dollars (\$100.00) each. Preferred stock may be
bought only from the corporation under terms and contract
approved by the Board of Directors.

Preferred stock may be called in and redeemed in whole
or in part, by the Board of Directors, upon sixty (60) days
written notice to the holders of record of such stock.
Remuneration for the stock will be upon terms agreed
between the Corporation and the preferred stockholder. The
holders of preferred stock shall have, on liquidation or
dissolution of the Corporation, preference over common stock
in the distribution of assets to the extent paid in by the
preferred stockholder. The holders of preferred stock shall
not be entitled to vote at any stockholders meetings."



Paul B. McAdam - Secretary


Bob Magness -- Chairman

STATE OF MONTANA)
 : ss
County of Gallatin)


BOB MAGNESS, being first duly sworn upon oath,
deposes and says:

That he was the duly elected Chairman of the
meeting of the Stockholders of Montana-Idaho Micro-Wave,
Inc. held at Bozeman, Montana, March 7th, 1960, and that
he has read the foregoing Certificate of Proceedings had
at said meeting, and that he knows the contents thereof
are true of his own knowledge.



Bob Magness

SUBSCRIBED AND SWORN To before me this 2 day of ~~March~~^{May},
1960.



April - 3 - 1962.