

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF AMERICAN TELEMEDIA NETWORK, INC.

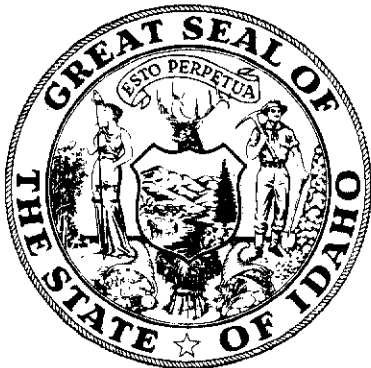
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of _____
AMERICAN TELEMEDIA NETWORK, INC.

_____ 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 _____
AMERICAN TELEMEDIA NETWORK, INC.

to transact business in this State under the name _____
AMERICAN TELEMEDIA NETWORK, INC.
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated July 21, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Matthews
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 87 JUL 21 1987 6:59 American Telemedia Network, Inc.

2. The name which it shall use in Idaho is _____

(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 Delaware

4. The date of its incorporation is June 1, 1987 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

c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange St., Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5.

890 Quail Valley Drive, Provo, Utah 84604

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM

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

To engage in the business of advertising, and to do each and everything necessary, suitable or proper for the accomplishment of any corporate purpose or power allowed under Utah law.

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

Name	Office	Address
<u>See attached rider</u>		

(continued on reverse)

Name

Office

Address

- 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, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 6-10-87

American Telemedia Network, Inc.
(Corporation Name)

By Kraig T. Higginson
Kraig T. Higginson, Its President ~~Vice President~~ ~~please specify~~

and Ronald S. Poelman
Ronald S. Poelman, Assistant Secretary ~~Assistant Secretary~~ ~~please specify~~

STATE OF Utah)
COUNTY OF ~~Utah~~ SALT LAKE) ss:

I, Rena Ashauer, a notary public, do hereby certify that on this 10th day of June, 19 87, personally appeared before me Kraig T. Higginson, who being by me first duly sworn, declared that (x)he is the President of American Telemedia Network, Inc. dba ATN, Inc.

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

Rena Ashauer
Notary Public 5-12-91

Names and Addresses of Directors

<u>Name</u>	<u>Address</u>	<u>City and State</u>	<u>Term Expires</u>
R. Thomas Bailey	890 Quail Valley Dr. (Bus.) 1383 E. Devonshire Dr. (Home)	Provo, UT 84604 Provo, UT 84604	May 6, 1987
Earl K. Cook	890 Quail Valley Dr. (Bus.) 3751 Pebble Lane (Home)	Provo, UT 84604 Provo, UT 84604	May 6, 1987
James R. Cook	890 Quail Valley Dr. (Bus.) 4513 Park View Dr. (Home)	Provo, UT 84604 SLC, UT 84124	May 6, 1987
O. Gene Gabbard	61 Perimeter Park (Bus.) 1640 Lazy River Lane (Home)	Atlanta, GA 30341 Dunwoody, GA 30338	May 6, 1987
Kraig T. Higginson	890 Quail Valley Dr. (Bus.) 4033 Quail Run (Home)	Provo, UT 84604 Provo, UT 84604	May 6, 1987
Sidney S. Kahn	31 W. 52nd Street (Bus.) 65 Overlook Road (Home)	NY, NY 10019 Lattingtown, NY	May 6, 1987
W. Ian Laird	180 Maiden Lane (Bus.) 515 East 79th Street (Home)	NY, NY 10038 NY, NY 10021	May 6, 1987
John G. Puente	1350 Piccard Dr. (Bus.) 4112 Great Oak Road (Home)	Rockville, MD 20850 Rockville, MD 20853	May 6, 1987

Names and Addresses of Officers

<u>Name and Title</u>	<u>Address</u>	<u>City and State</u>	<u>Term Expires</u>
Kraig T. Higginson President	890 Quail Valley Dr. (Bus.) 4033 Quail Run (Home)	Provo, UT 84604 Provo, UT 84604	May 6, 1987
R. Thomas Bailey Senior Vice-Pres.	890 Quail Valley Dr. (Bus.) 1383 E. Devonshire (Home)	Provo, UT 84604 Provo, UT 84604	May 6, 1987
Gregory Carroll Senior Vice-Pres.	890 Quail Valley Dr. (Bus.) 4929 Fairfield Cir. (Home)	Provo, UT 84604 SLC, UT 84124	May 6, 1987
James R. Cook Exec. Vice-Pres.	890 Quail Valley Dr. (Bus.) 4513 Parkview Drive (Home)	Provo, UT 84604 SLC, UT 84124	May 6, 1987
David W. West Vice-Pres. Product./ Broadcast	890 Quail Valley Dr. (Bus.) 1655 Hickory Ln. (Home)	Provo, UT 84604 Provo, UT 84604	May 6, 1987
Ronald S. Poelman Assistant Secretary	136 S. Main, Ste. 1000 (Bus.) 2317 S. Wellington (Home)	SLC, UT 84101 SLC, UT 84106	May 6, 1987

State of Delaware

REC'D
SEC.

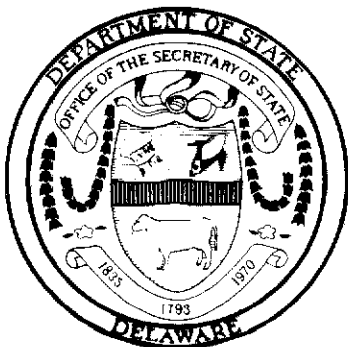
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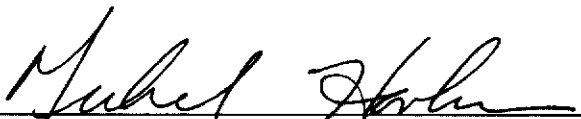
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY AMERICAN TELEMEDIA NETWORK, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 11292117

DATE: 06/25/1987