

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY

OF

SIMMONS FAMILY INC.

File Number C 82605

I, PETE T. CENARRUSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to reflect the name change from SIMMONS FAMILY INC. to **SIMMONS MEDIA GROUP, INC.** and attach hereto a duplicate of the application for such amended certificate.

Dated: November 6, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Palmer*



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

(Instructions on back of application)

NO NOV-6 AM10:14
STATE OF IDAHO

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, **Idaho Code**, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on Nov 25 19 86 authorizing it to transact business in the State of Idaho under the name of Simmons Family, Inc.
2. Its corporate name has been changed to Simmons Media Group, Inc.
3. The name which it shall use hereafter in the State of Idaho is Simmons Media Group, Inc.
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: _____

Dated: 10-11-00

Simmons Media Group, Inc.

(Corporation Name)

By

Bert Zief

Its

Secretary

(specify capacity of signer)

Customer Acct # :

(If using pre-paid account)

DAVID SECRETARY OF STATE
Secretary of State Use Only

11/07/2000 09:00

CK: 34712 CT: 138168 BH: 359287

1 @ 38.00 = 38.00 AMEND CERT # 2



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877) 52-3994 Utah Residents
Fax: (801) 530-6111
Web site: <http://www.commerce.state.ut.us>

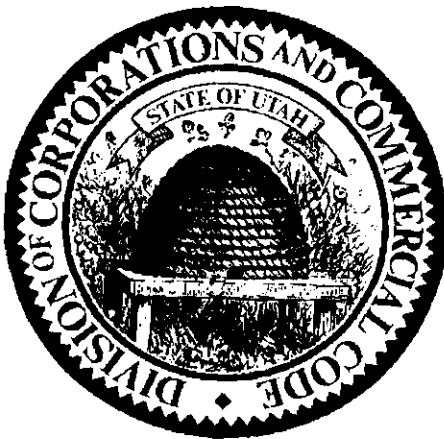
NOV-5 AM 10:14
STATE OF IDAHO

10/26/2000

CERTIFICATE OF EXISTENCE

Registration Number: 680125-0142
Business Name: SIMMONS MEDIA GROUP, INC.
Foreign or Domestic: DOMESTIC
Registered Date: JUNE 3, 1977
Current Status: GOOD STANDING

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah.



Lorena Riffo-Jenson
Division Director of
Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

History Information Contained on Following Page

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Utah Department of Commerce
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Registration Number: 680125-0142
Business Name: SIMMONS MEDIA GROUP, INC.
Foreign or Domestic: DOMESTIC
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10/26/2000

History Information

The following information pertains to this company:

04-02-80 MERGER OF CEDAR CORPORATION, A UT CORP FILE # 036461 INTO SIMMONS FAMILY, INC. A UTAH CORP. THE SURVIVOR
02-12-88 AMENDED ARTICLES OF INCORPORATION
06-25-96 AMENDED ARTICLES FILED TO INCREASE THE COMMON SHARES TO 10, 000,000, @ \$.025 PAR & TO INCREASE THE PREFERRED SHARES TO 15,000,000 @ \$.025 PAR
06-26-96 AMENDED ARTICLES FILED TO CHANGE THE COMMON SHARES TO 2,000,000 COMMON VOTING SHARES @ \$.025 PAR (COMMON V) RETAINING 15,000,000 PREFERRED SHARES @ \$.025
12-31-96 MERGER OF KRSP, INC., A UT CORPO FILE # 169596 INTO SIMMONS FAMILY INC., A UT CORP, THE SURVIVOR
05-04-98 MERGER OF SIMMONS MEDIA GROUP, INC., A UT CORP., FILE # 204676 INTO SIMMONS FAMILY, INC., THE SURVIVOR
05-01-98 ARTICLES OF AMENDMENT FILED TO CHANGE NAME TO SIMMONS MEDIA GROUP, INC. FORMERLY SIMMONS FAMILY, INC.
04-27-00 MERGER OF SIMMONS NEW MEXICO, INC. INTO SIMMONS MEDIA GROUP, INC.