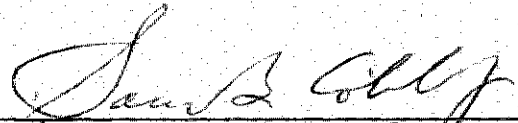


WOOD RIVER CABLEVISION, INC.

SUN VALLEY CABLEVISION, INC.

CERTIFICATE OF RESOLUTIONS OF THE BOARDS OF DIRECTORS

This is to certify that as Assistant Secretary of Sun Valley Cablevision, Inc., and as Secretary of Wood River Cablevision, Inc., I do hereby attest that the attached Joint Plan of Merger and Agreement of Merger between Sun Valley Cablevision, Inc. and Wood River Cablevision, Inc. with Sun Valley Cablevision, Inc., as Surviving Corporation, was adopted by the Directors of each Company and approved by unanimous vote of the shareholders of Sun Valley Cablevision, Inc., and by Sun Valley Cablevision, Inc., as the sole shareholder of Wood River Cablevision, Inc., on December 1, 1977.



Assistant Secretary of Sun Valley
Cablevision, Inc.



Secretary of Wood River
Cablevision, Inc.

JOINT PLAN OF MERGER AND AGREEMENT OF MERGER
BETWEEN
SUN VALLEY CABLEVISION, INC.
AND
WOOD RIVER CABLEVISION, INC.
WITH
SUN VALLEY CABLEVISION, INC. AS
SURVIVING CORPORATION

Sun Valley Cablevision, Inc., hereafter called "Sun Valley," an Idaho corporation, is the sole owner of all of the authorized and issued shares of Wood River Cablevision, Inc., an Idaho corporation, hereafter called "Wood River"; and

It is desirable for the benefit of both parties and their shareholders that the properties, businesses, assets and liabilities of both parties be combined into one surviving corporation which shall be Sun Valley.

Now therefore, in consideration of the premises and of the mutual agreements herein contained, the parties hereto in accordance with the applicable provisions of the laws of the State of Idaho do hereby agree as follows:

1. Merger. Wood River shall be merged with and into Sun Valley and Sun Valley does hereby merge Wood River with and into itself. On and after the effective date of this contemplated merger:

a) Sun Valley shall be the surviving corporation and shall continue to exist as a domestic corporation under the laws of the State of Idaho.

b) Wood River, as a corporation, shall cease to exist and all of its property shall become the property of

Sun Valley, which shall be responsible for all of the obligations of Wood River.

2. Ownership and Government of the Surviving Corporation.

On and after the effective date of this merger:

a) Each common share of Sun Valley outstanding on the effective date of the merger shall thereupon, without further action, become one common share of the surviving corporation without the issuance or exchange of new shares or share certificates.

b) The directors of Sun Valley shall be directors of the surviving corporation until their successors are duly elected and qualified under the bylaws of the surviving corporation.

c) The articles of incorporation and bylaws of Sun Valley shall continue as the articles of incorporation and bylaws of the surviving corporation.

3. Cancellation of Wood River Shares. All authorized and outstanding common shares of Wood River, such shares being owned in their entirety by Sun Valley, and all rights in respect thereof, shall be cancelled forthwith on the effective date of this merger, and the certificates representing such shares shall be surrendered and cancelled.

4. Approval. This agreement and plan of merger shall be submitted to the shareholders of Sun Valley and of Wood River as

required by the law of Idaho. When approval is obtained by no less than two thirds of the voting power of each constituent corporation, the proper officers of each corporation shall, and they are hereby authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents as may be necessary or proper to render effective the merger contemplated by this Plan and Agreement.

5. Effective Date. Subject to approval by no less than two thirds of the shares of each corporation, this merger shall be effective as of 12:01 a.m. on December 10, 1977.

6. Abandonment of Plan. Notwithstanding any of the provisions of this Agreement, the directors of Sun Valley, at any time before or after approval by shareholders of either or both corporations, and prior to the effective date of this merger, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective this contemplated merger and in such event, this Plan and Agreement shall thereby be cancelled and become null and void.

In witness whereof, Sun Valley Cablevision, Inc., and Wood River Cablevision, Inc., have caused this Agreement to be executed by their respective officers and also by majorities

of their boards of directors on this _____ day of December, 1977.

ATTEST:

SUN VALLEY CABLEVISION, INC.

R. Don Bowman
Secretary

By *Robert Rogen*
President

R. Don Bowman
Director

Roy J. Anderson
Director

Robert Rogen
Director

ATTEST:

WOOD RIVER CABLEVISION, INC.

James B. Colby
Secretary

By *Robert Rogen*
President

Robert Rogen
Director

Roy J. Anderson
Director

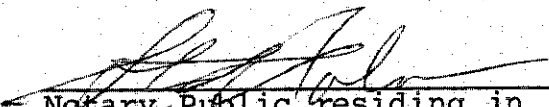
James B. Colby
Director

STATE OF IDAHO §

COUNTY OF Blaine §

On this 1st day of December, in the year 1977, before me,
STEVEN K. TOLMAN, a Notary Public, personally appeared
Robert M. Rogers, known to me to be the President of Wood River
Cablevision, Inc., and acknowledged to me that the said
corporation executed the attached Joint Plan of Merger and
Agreement of Merger between Sun Valley Cablevision, Inc. and
Wood River Cablevision, Inc. with Sun Valley Cablevision, Inc.
as Surviving Corporation on behalf of the said Wood River
Cablevision, Inc. as the true act and deed of the said
corporation.

In witness whereof I have hereunto set my hand and affixed my
official seal the day and year in this certificate first
above written.



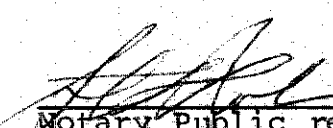
Notary Public residing in
Blaine County, Idaho

STATE OF IDAHO §

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In witness whereof I have hereunto set my hand and affixed my
official seal the day and year in this certificate first
above written.



Notary Public residing in
Blaine County, Idaho