



Department of State

**CERTIFICATE OF AUTHORITY
OF**

HUMPHREY BROTHERS, INC., CATV CONSTRUCTION

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

Dated December 28, 1988



Pete T. Cenarrusa
SECRETARY OF STATE

W. H. Hinson
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:

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1. The name of the corporation is HUMPHREY BROTHERS, INC., CATV CONSTRUCTION
2. The name which it shall use in Idaho is HUMPHREY BROTHERS, INC., CATV CONSTRUCTION

(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 September 9, 1982 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, DE 19801
6. The address to which correspondence should be addressed, if different from that in item 5. 24208 N. 53rd Ave., Glendale, AZ 85310
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:
Cable construction, underground and aerial, and all other permitted purposes.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Doy R. Humphrey</u>	<u>President & Director</u>	<u>24220 N. 53rd Ave. Glendale, AZ 85310</u>
<u>Joseph T. Humphrey</u>	<u>Secy./Treas. & Director</u>	<u>24208 N. 53rd Ave. Glendale, AZ 85310</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: DEC. 15 1988

HUMPHREY BROTHERS, INC., CATV CONSTRUCTION
(Corporation Name)

By [Signature]
Doy R. Humphrey Its President / ~~The President~~ (please specify)

and [Signature]
Joseph T. Humphrey Its Secretary / ~~Assistant Secretary~~ (please specify)

STATE OF ARIZONA)
) ss:
COUNTY OF MARICOPA)

I, _____, a notary public, do hereby certify that on this _____ day of _____, 19____, personally appeared before me Doy R. Humphrey, who being by me first duly sworn, declared that (s)he is the President of HUMPHREY BROTHERS, INC.

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

[Signature]
Notary Public

My commission expires May 31, 1991

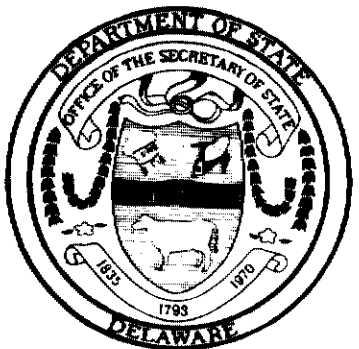
State of Delaware



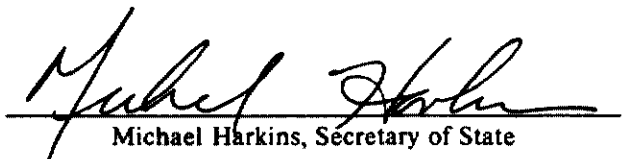
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY HUMPHREY BROTHERS, INC., CATV CONSTRUCTION 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: 1980136
 DATE: 12/19/1988