

State of Idaho

Department of State

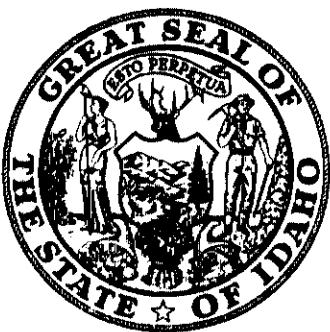
CERTIFICATE OF INCORPORATION OF

SKYWEST COMMUNICATIONS CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 20, 1993



Pete T. Cenarrusa
Pete T. Cenarrusa
SECRETARY OF STATE
By *Ana Sutel*

ARTICLES OF INCORPORATION
OF
SKYWEST COMMUNICATIONS CORPORATION

OCT 20 1 51 PM '93
SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for this corporation:

I.

The name of this corporation shall be: Skywest Communications Corporation.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The address of the initial registered office of this corporation is 4811 South Rawhide Avenue, Boise, Idaho, 83709, and the name of the initial registered agent at such address is David B. ^M Wills.

IV.

The nature of the business and the object and purpose of this corporation shall be operation of a video and satellite production company by means of a portable satellite uplink vehicle as well as the transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

The total authorized number of par value shares of this corporation shall be 10,000 and the aggregate par value \$10,000, which said shares shall be common stock and shall not be subject to assessment.

VI.

The name and post office address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
David B. Mills	4811 South Rawhide Avenue Boise, ID 83709
Robert E. Wauchope	2265 South Stephen Boise, ID 83706
Robert F. Klumpp	643 San Juan Way Boise, ID 83712
Duane H. Stueckle	200 Parkway Drive Boise, ID 83706
Harvey Neef	2629 Hillway Drive Boise, ID 83703
Dennis J. Whitmore	5606 Plymouth Street Boise, ID 83706
Harold E. Thomas	7259 Cascade Drive Boise, ID 83704

VII.

The first Board of Directors shall consist of seven (7) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the Bylaws; provided, however, that the

number of directors constituting a Board shall not be less than one (1) or more than seven (7).

The following persons are named directors of the corporation to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

<u>Name</u>	<u>Address</u>
David B. Mills	4811 South Rawhide Avenue Boise, ID 83709
Robert E. Wauchope	2265 South Stephen Boise, ID 83706
Robert F. Klumpp	643 San Juan Way Boise, ID 83712
Duane H. Stueckle	200 Parkway Drive Boise, ID 83706
Harvey Neef	2629 Hillway Drive Boise, ID 83703
Dennis J. Whitmore	5606 Plymouth Street Boise, ID 83706
Harold E. Thomas	7259 Cascade Drive Boise, ID 83704

VIII.

All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

IX.

No shareholder of this corporation shall, because of his or her ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of this

corporation issued, optioned or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds or other securities convertible into or carrying options or warranties to purchase stock of this corporation authorized by these Articles of Incorporation or by any amended articles duly filed may, at any time, be issued, optioned for sale and sold or disposed of by this corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation this 18th day of October, 1993.

David B. Mills
David B. Mills

Robert E. Wauchope
Robert E. Wauchope

Robert F. Klumpp
Robert F. Klumpp

Duane H. Stueckle
Duane H. Stueckle

Harvey Neef
Harvey Neef

Dennis J. Whitmore
Dennis J. Whitmore

Harold E. Thomas
Harold E. Thomas