

State of Idaho

Office of the Secretary of State

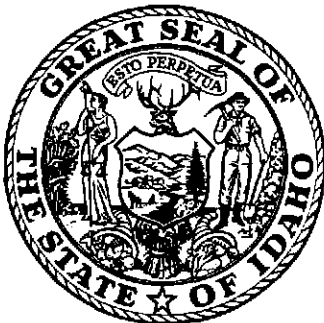
**CERTIFICATE OF AUTHORITY
OF
PALOUSE ENTERTAINMENT LLC**

File Number W 138494

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, 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 Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: May 30, 2014



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

2014 MAY 30 AM 9:23

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Palouse Entertainment LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: DE

4. The name and complete street address of the registered agent in Idaho is:

Greg Rauch

326 East Sixth Street, Moscow ID 83843

5. The street and mailing address of the limited liability company's principal office is:

326 East Sixth Street, Moscow ID 83843

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

1201 Orange Street STE 600, One Commerce Center Willmington DE 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Kenneth Austin

326 East Sixth Street, Moscow ID 83843

8. The mailing address for future correspondence:

326 East Sixth Street, Moscow ID 83843

9. Signature of a manager, member or authorized person.

Signature

Kenneth Austin

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE

05/30/2014 05:00

CK:21892068573 CT:297456 BH:1426997

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W138494

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALOUSE ENTERTAINMENT LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF MAY, A.D. 2014.

5538971 8300

140696614

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1396136

DATE: 05-23-14