



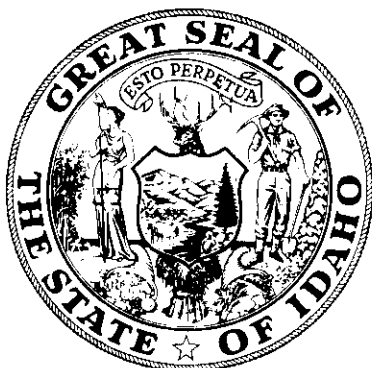
CERTIFICATE OF AUTHORITY
OF

LOCAL DIGITAL DISTRIBUTION COMPANY, INC.

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

Dated August 18, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

RECEIVED

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

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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:

- The name of the corporation is LOCAL DIGITAL DISTRIBUTION COMPANY, INC.
- *The name which it shall use in Idaho is LOCAL DIGITAL DISTRIBUTION COMPANY, INC.
- It is incorporated under the laws of Delaware
- The date of its incorporation is July 31st, 1980 and the period of its duration is perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 306 South State Street, Dover, Delaware 19901
- The address of its proposed registered office in Idaho is 1010 BANK OF IDAHO P. O. Box 1559, Boise, Idaho 83701 as per Caroline, and the name of its proposed registered agent in Idaho at that address is United States Corporation Company
- The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To develop and demonstrate the technical, practical and commercial viability of a local digital distribution system; and to establish a program for production of the necessary hardware for use in this system.

Officers

President

Vice President & Secretary

Vice President & Treasurer

Vice President

Asst. Secretary & Asst. Treasurer

David H. Jackman

Leif A. Tonnessen

Paul S. Allersmeyer

Ann Patalano

Michela Coticchio

All:

70 Pine Street

New York, N.Y.

10270

Directors

David H. Jackman

Garvin P. Kiernan

Paul S. Allersmeyer

2. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$1.00 par value

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10	Common	\$1.00 par value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August 6th, 1980

LOCAL DIGITAL DISTRIBUTION COMPANY, INC.

By Paul S. Allersmeyer
Its Vice President
and Michela Coticchio
Its Assistant Secretary

STATE OF NEW YORK)
)ss:
COUNTY OF NEW YORK)

I, Ann Patalano, a notary public, do hereby certify that on this 6th day of August, 19 80, personally appeared before me Paul S. Allersmeyer, who being by me first duly sworn, declared that he is the Vice President of LOCAL DIGITAL DISTRIBUTION COMPANY, INC.

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

Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

ANN SATLAND
Notary Public, State of New York
No. 41-3930105
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 30, 1984

CERTIFICATE OF INCORPORATION

OF
LOCAL DIGITAL DISTRIBUTION COMPANY, INC. 48

-----SECRETARY OF
STATE

I, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation is LOCAL DIGITAL DISTRIBUTION COMPANY, INC.

SECOND: Its registered office is to be located at 306 South State Street, in the City of Dover, in the County of Kent, in the State of Delaware. The name of its registered agent at that address is the United States Corporation Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and to develop and demonstrate the technical, practical and commercial viability of a local digital distribution system and to establish a program for production of the necessary hardware for use in this system.

FOURTH: The total number of shares of stock which the corporation is authorized to issue is one thousand (1,000) shares, and the par value of each of such shares is one dollar (\$1.00).

FIFTH: The name and address of the single incorporator are

Maureen Tolan 70 Pine Street, New York, N.Y. 10270

SIXTH: The names and addresses of the initial Board of Directors are as follows:

David H. Jackman 70 Pine Street, New York, N.Y. 10270

Garvin P. Kiernan 70 Pine Street, New York, N.Y. 10270

Paul S. Allersmeyer 70 Pine Street, New York, N.Y. 10270

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the 30th day of July, 1980.

In the presence of:

D. KELLY

MAUREEN TOLAN
Maureen Tolan
Incorporator

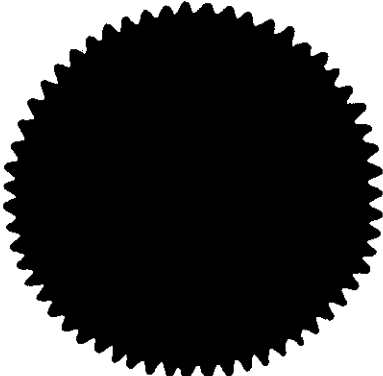


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "LOCAL DIGITAL DISTRIBUTION COMPANY, INC.", as
received and filed in this office the thirty-first day of July, A.D. 1980, at 9
o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this thirty-first day
of July in the year of our Lord
one thousand nine hundred and eighty.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State