



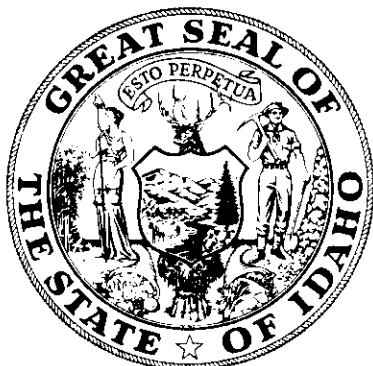
CERTIFICATE OF AUTHORITY
OF

WESTERN SATELLITE, INC.

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

Dated January 2, 19 80



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

1. The name of the corporation is WESTERN SATELLITE, INC. 52

2. *The name which it shall use in Idaho is _____

WESTERN SATELLITE, INC.

3. It is incorporated under the laws of Nevada

4. The date of its incorporation is November 30, 1979 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 One East First Street - Reno, Nevada 89501

6. The 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 C T CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: own, operate and maintain cable television and microwave transmitting, receiving or relay systems and purchase, sell or lease all equipment or property necessary or related to those activities; and to engage in any lawful act or activity.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>SEE RIDER ATTACHED</u>		

9. 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
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>

(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
1,000	Common	\$1.00

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 December 19, 19 79

WESTERN SATELLITE, INC.

By

John C. Malone
JOHN C. MALONE

Its _____ President

and

Thomas F. McCutcheon
THOMAS F. MCCUTCHEON

Its _____ Assistant Secretary

STATE OF COLORADO)

COUNTY OF ARAPAHOE)

) ss:

I, Amy M. Shapiro, a notary public, do hereby certify that on this 19 day of December, 19 79, personally appeared before me JOHN C. MALONE, who being by me first duly sworn, declared that he is the President of WESTERN SATELLITE, INC.

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

SEAL

Amy M. Shapiro
Name: Amy M. Shapiro, 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.

My Commission expires: My Commission expires October 24, 1982

WESTERN SATELLITE, INC.

Nevada Domestic

Names and addresses of officers and directors:

BOB MAGNESS, Director, Chm. of Board	5455 South Valentia Way Englewood, Colorado 80111
JOHN C. MALONE, Director & President	5455 South Valentia Way Englewood, Colorado 80111
D. F. FISHER, Director & Treasurer	5455 South Valentia Way Englewood, Colorado 80111
CARTER PAGE, Vice-President	5455 South Valentia Way Englewood, Colorado 80111
LARRY ROMRELL, Vice-President	5455 South Valentia Way Englewood, Colorado 80111
JOHN M. DRAPER, Secretary	5455 South Valentia Way Englewood, Colorado 80111
TED MILLER, Assistant Secretary	5455 South Valentia Way Englewood, Colorado 80111
THOMAS F. McCUTCHEON, Assistant Secretary	5455 South Valentia Way Englewood, Colorado 80111

FILING FEE: \$50.00
BY: C T CORPORATION SYSTEM
1700 Broadway
Denver, Colorado 80202

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

'80 JAN 2 AM 8 52

NOV 30 1979

SECRETARY OF
STATE

WILL SWACKHAMER - SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

WESTERN SATELLITE, INC.

NO. 6754-79

FIRST: The name of the corporation is:

WESTERN SATELLITE, INC.

SECOND: Its principal office in the State of Nevada is located at One East First Street, Reno, Washoe County, Nevada 89501. The name and address of its resident agent is THE CORPORATION TRUST COMPANY OF NEVADA, One East First Street, Reno, Nevada 89501

THIRD: The nature of the business or objects or purposes proposed to be transacted, promoted or carried on are:

To own, operate and maintain cable television and microwave transmitting, receiving or relay systems and purchase, sell or lease all equipment or property necessary or related to those activities.

To engage in any lawful activity, and to manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises and to take the same by devise or bequest.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of the indebtedness created by any other corporation or corporations of this state, or any other state or government, and, while owner of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.

To borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful objects.

To purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, or other property or funds; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that shares of its own capital stock belong to it shall not be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholders' quorum or vote.

To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects hereinbefore set forth.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The amount of the total authorized capital stock of the corporation is One Thousand (\$1,000.00) Dollars,

consisting of One Thousand (1,000) shares of stock of the par value of One Dollar (\$1.00) each.

FIFTH: The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the by-laws of this corporation, provided that the number of directors shall not be reduced to less than three (3), except that in cases where all the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names and post office addresses of the first board of directors, which shall be three (3) in number, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
JOHN C. MALONE	5455 South Valentia Way Englewood, Colorado 80111
D. F. FISHER	5455 South Valentia Way Englewood, Colorado 80111
BOB MAGNESS	5455 South Valentia Way Englewood, Colorado 80111

SIXTH: The capital stock, after the amount of the subscription price, or par value has been paid in, shall not be subject to assessment to pay the debts of the corporation.

SEVENTH: The name and post office address of each of the incorporators signing the Articles of Incorporation are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
J.D. KELLY	311 - 1700 Broadway Denver, Colorado 80290
G.H. TANGUAY	311 - 1700 Broadway Denver, Colorado 80290
E.O. SMITH	311 - 1700 Broadway Denver, Colorado 80290

EIGHTH: The corporation is to have perpetual existence.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

Subject to the by-laws, if any, adopted by the stockholders, to make, alter or amend the by-laws of the corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name and names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders' meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.


TENTH: Meetings of stockholders may be held outside the State of Nevada, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Nevada at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in the

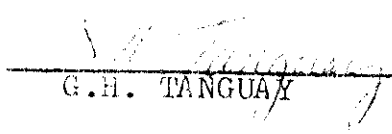
Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

TWELFTH: No stockholder shall have any preemptive right to acquire additional or treasury shares of the corporation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and, accordingly have hereunto set our hands this 26th day of November, 1979.



J.D. KELLY



G.H. TANGUAY




E.O. SMITH

STATE OF COLORADO

COUNTY OF DENVER

On this 26th day of November , 1979 , before me a Notary Public, personal appeared J.D. KELLY, G.H. TANGUAY, and E.O. SMITH, who severally acknowledged that they executed the above instrument.



CORINNE M. LUDE, Notary Public
State of Colorado
My Commission expires 2/7/81.