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State of Idaho

Department of State

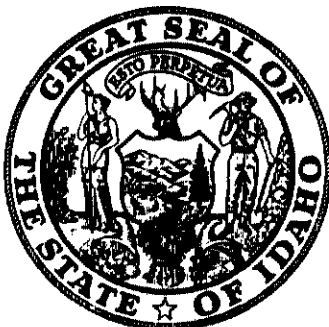
CERTIFICATE OF INCORPORATION OF

MORGAN & JEFFREY, INC.

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: May 6, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Redman*

ARTICLES OF INCORPORATION

REC. 122
SEC. OF STATE

of

93 MAY 6 AM 8 57

MORGAN & JEFFREY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being natural persons of legal age and acting as incorporators of a corporation, under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST:

The name of the Corporation is MORGAN & JEFFREY, INC.

SECOND:

The period of its duration is perpetual.

THIRD:

The purpose or purposes for which the corporation is organized are: operation of a commercial Broadcasting Enterprise, media marketing and promotions, and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH:

The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares, all of which shall be common shares. No par value per share.

FIFTH:

The address of the initial registered office of the corporation is 502 South Woodruff, Idaho Falls, Idaho 83401, and

the name of the initial registered agent at such address is Steven L. Wetzel.

SIXTH:

The number of directors constituting the initial Board of Directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and shall qualify are:

Curtis Mark Schow
129 W 1st N
Rexburg, ID 83440

William Ross Cunningham
129 W 1st N
Rexburg, ID 83440

SEVENTH:

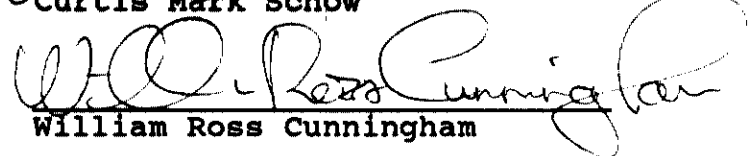
The name and addresses of the incorporators are:

Curtis Mark Schow
129 W 1st N
Rexburg, ID 83440

William Ross Cunningham
129 W 1st N
Rexburg, ID 83440

DATED this 4 day of MAY, 1993.


Curtis Mark Schow


William Ross Cunningham

STATE OF IDAHO)
) ss.
COUNTY OF Bonneville)

On this 4 day of MAY, 1993, before me, the undersigned, a Notary public in and for the State of Idaho, personally appeared Curtis Mark Schow, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Steve L. Sketzel
Notary Public for Idaho
Residing at: Idaho Falls
My commission expires: MAY 1995

(SEAL)

STATE OF IDAHO)
) ss.
COUNTY OF Bonneville)

On this 4 day of MAY, 1993, before me, the undersigned, a Notary public in and for the State of Idaho, personally appeared William Ross Cunningham, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Steve L. Sketzel
Notary Public for Idaho
Residing at: Idaho Falls
My commission expires: MAY 1995

(SEAL)

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ARTICLES OF INCORPORATION 3

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