

State of Idaho

Department of State

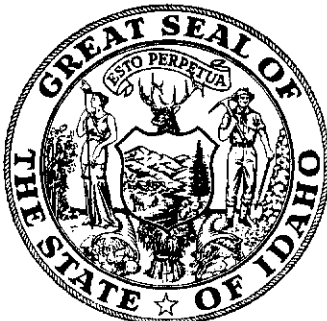
CERTIFICATE OF INCORPORATION OF

IDAHO CABLE DIRECT, INCORPORATED
File number C 113978

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: March 4, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

**ARTICLES OF INCORPORATION
OF
IDAHO CABLE DIRECT, INCORPORATED**

MAR 4 2 33 PM '96
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that we, CARL HILL and MARY HILL, the undersigned, being of full age and citizens of the United States, and of the State of Idaho, this day, for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby certify:

ARTICLE I.

That the name of the corporation shall be IDAHO CABLE DIRECT, INCORPORATED.

ARTICLE II.

The purposes for which the corporation is organized shall be, and include, the transaction of any and all lawful business for which a corporation may be incorporated under "The Idaho Business Corporation Act." The corporation will be a broad purpose corporation and specifically for mechanical repair, and to buy, sell, lease, transfer, and convey real and/or personal property and will do all things for which a corporation is authorized by law to do in the State of Idaho.

ARTICLE III.

This corporation shall have perpetual existence.

IDAHO SECRETARY OF STATE
DATE 03/04/1996 0900 42461
1
CK #: 5165 CUST# 65631
CORP
1@ 100.00= 100.00

#: C

ARTICLE IV.

The location and mailing address of the registered office in this State and principal place of business shall be 26402 Willow Creek Road, Medimont, Idaho, 83843, and the phone number is 208-689-9825 and the initial registered agent at such address is CARL HILL.

ARTICLE V.

There shall be only one class of capital stock of this corporation, which shall be designated as common stock, and such common stock shall be and consist of ONE HUNDRED THOUSAND (100,000) shares with ONE AND NO/100 DOLLARS (\$1.00) par value.

ARTICLE VI.

The number of directors constituting the initial Board of Directors of the corporation shall be one (1) person. The number of directors and officers may from time to time be fixed by the By-Laws of the corporation at any number.

The name, address and telephone number of the initial directors are:

CARL HILL
26402 Willow Creek Road
Medimont, Idaho 83843

MARY HILL
26402 Willow Creek Road
Medimont, Idaho 83843

ARTICLE VII.

The address of the incorporator of the corporation in the State of Idaho is 26402 Willow Creek Road, Medimont, Idaho 83843, and the incorporator at said address is Carl Hill.

ARTICLE VIII.

Subject to the power of the shareholders to amend, alter or repeal, the Board of Directors of this corporation shall have the power to amend such By-Laws defining the powers and duties of the officers in the corporation and providing for such other matters regarding its affairs that they deem necessary and convenient, providing the same are not out of harmony with the laws of the State of Idaho, or these Articles of Incorporation.

ARTICLE IX.

An amendment altering the Articles of Incorporation of this corporation in any respect may be adopted by vote of the holders of the majority of the outstanding shares unless specifically prohibited by law, then by such vote as law requires.

IN WITNESS WHEREOF, the incorporator has executed this instrument, in triplicate, at Coeur d'Alene, Idaho, on this 29 day of February, 1996.

Carl A. Hill
CARL HILL

Mary E. Hill
MARY HILL

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 24 day of February, 1996, before me, a notary public in and for said State, personally appeared CARL HILL and MARY HILL, known or identified to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



Melinda R. Kaiser
Notary Public in and for Idaho
Residing at: Post Falls, Idaho
My Commission Expires: 10-11-2000