



CERTIFICATE OF INCORPORATION
OF

ROCKFORD CABLE TELEVISION COMPANY, INC.

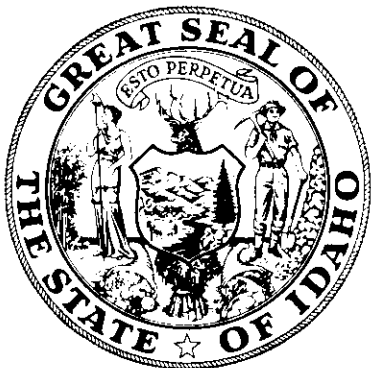
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ROCKFORD CABLE TELEVISION COMPANY, INC.

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: **April 11, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
ROCKFORD CABLE TELEVISION COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, 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 ROCKFORD CABLE TELEVISION COMPANY, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose or purposes for which the corporation is organized are: installation, maintenance and operation of small cable television systems, and all other things incidental thereto necessary to conduct business, together with the transaction of all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Section 30-1-3.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 20,000 shares of \$1.00 par value common stock.

FIFTH

Shareholders shall have full pre-emptive rights.

SIXTH

Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the By-Laws of the corporation, including provision for restriction on transfer of shares, as provided in Idaho Business Corporation Act, Section 30-1-23A.

SEVENTH

The address of the initial registered office of the corporation is 265 Northwest Main, P. O. Box 1047, Blackfoot, Idaho 83221, and the name of its initial registered agent at such address is Stephen J. Blaser.

EIGHTH

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

<u>NAME</u>	<u>ADDRESS</u>
Stephen J. Blaser	P. O. Box 1047 Blackfoot, Idaho 83221
Randy K. Merrell	Route 3, Box 358 Blackfoot, Idaho 83221
William Terry Parsons	Route 6, Box 173A Blackfoot, Idaho 83221

NINTH

The name and address of each incorporator is:

NAME

ADDRESS

Stephen J. Blaser

P. O. Box 1047
Blackfoot, Idaho 83221

Randy K. Merrell

Route 3, Box 358
Blackfoot, Idaho 83221

William Terry Parsons

Route 6, Box 173A
Blackfoot, Idaho 83221

DATED this 8th day of April, 1983.


STEPHEN J. BLASER


RANDY K. MERRELL

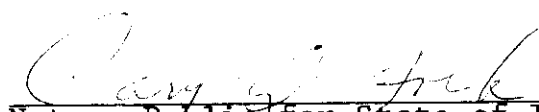

WILLIAM TERRY PARSONS

STATE OF IDAHO)
) ss.
County of Bingham)

On this 8th day of April, 1983, before me, the under-
signed, a notary public in and for said state, personally appeared
STEPHEN J. BLASER, RANDY K. MERRELL and WILLIAM TERRY PARSONS, known
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 affixed
my official seal the day and year in this certificate first above
written.

My cmn exprs: LIFE


Notary Public for State of Idaho
Residing at Blackfoot, Idaho