

# State of Idaho

## Department of State

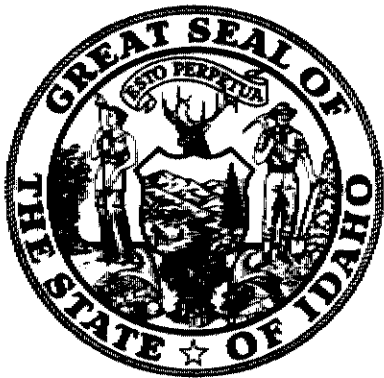
### CERTIFICATE OF INCORPORATION OF

STARBRIDGE ENTERTAINMENT, INCORPORATION

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: September 10, 1987



*Pete T. Cenarrusa*  
SECRETARY OF STATE

by: *Sandra M. ...*

STARBRIDGE ENTERTAINMENT, INCORPORATED

ARTICLES OF INCORPORATION  
SEP 10 3 21 PM '87  
SECRETARY OF STATE

We, the undersigned, being three or more natural persons of full age, at least two-thirds of whom are citizens of the United States or of its territories or possessions, have this day voluntarily associated ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and to that end hereby adopt articles of incorporation as follows:

ARTICLES ONE. The name of the corporation is Starbridge Entertainment, Incorporated.

ARTICLE TWO. The purposes of the corporation are to engage in the financing, production, and selling of television programs and motion pictures; and to broadcast, disseminate, distribute, transmit, retransmit, receive, or collect by electrical, electronic, or any other means, music, entertainment, news, speeches, sermons, advertising, educational and informative matter, photographs, pictures, scenes, or plays, and to provide for the use of other facilities for such purposes.

ARTICLE THREE. The duration of the corporation is perpetual.

ARTICLE FOUR. The location and post office address of the registered office of the corporation in the State of Idaho is 2805 Starlington Drive, City of Boise, County of Ada, 83712, and the name of its registered agent at such address is W.H. Fawcett.

ARTICLE FIVE. The total authorized number of shares of stock is 100. All of such shares of stock are without par value.

ARTICLE SIX. The number of directors constituting the initial board of directors is three, 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 qualified are:

| Name              | Address  |
|-------------------|--|
| Anna Maria DiRosa | 19292 S.W. 50th Avenue<br>Tualatin, Oregon 97062     |
| Mary M. Kraus     | 21889 S.W. Columbia Circle<br>Tualatin, Oregon 97062 |
| Phyllis DiRosa    | 7813 Hillside Avenue<br>Los Angeles, Calif. 90046    |

ARTICLE SEVEN. The name and post office address of each of the incorporators and the number and class of shares for which each has subscribed are:

| Name              | Post Office Address                                  | Number of Shares |
|-------------------|--|------------------|
| Anna Maria DiRosa | 19292 S.W. 50th Avenue<br>Tualatin, Oregon 97062     | 100              |
| Mary M. Kraus     | 21889 S.W. Columbia Circle<br>Tualatin, Oregon 97062 | 0                |
| Phyllis DiRosa    | 7813 Hillside Avenue<br>Los Angeles, Calif. 90046    | 0                |

ARTICLE EIGHT. The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

In witness whereof, for the purpose of forming a corporation under the laws of the State of Idaho, we, the undersigned, have personally executed in triplicate these articles of incorporation on this 27 day of August, 1987.

*Anna Maria DiRosa*  
 Anna Maria DiRosa

*Mary M. Kraus*  
 Mary M. Kraus CO# 129244

*Phyllis DiRosa*

FORM NO. 23 — ACKNOWLEDGMENT  
 STEVENS-NESS LAW PUB. CO., PORTLAND, ORE.

STATE OF OREGON,

County of Washington } ss.

BE IT REMEMBERED, That on this 27 day of August, 1987, before me, the undersigned, a Notary Public in and for said County and State, personally appeared the within named Anna Maria DiRosa, Mary M. Kraus, Phyllis DiRosa

known to me to be the identical individual(s) described in and who executed the within instrument and acknowledged to me that they executed the same freely and voluntarily.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

*Susan J. Clary*  
 Notary Public for Oregon  
 My Commission expires 10-30-87