



CERTIFICATE OF INCORPORATION
OF

MATLOCK BROADCASTING, INC.

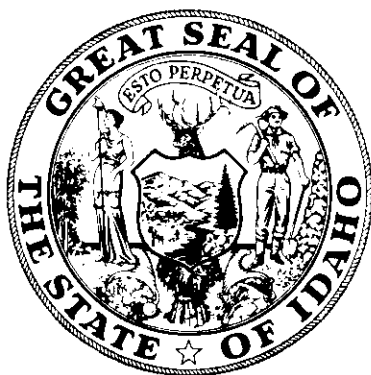
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MATLOCK BROADCASTING, 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: **October 3, 1983**



SECRETARY OF STATE

by: _____

OCT 3 3 34 PM '83
SECRETARY OF STATE

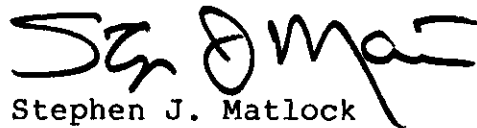
September 23, 1983

Secretary of State
Corporate Clerk
Statehouse
Boise, Idaho 83720

Dear Clerk:

Please be advised that I am the President and the sole director of Matlock Communications, Inc., an Idaho corporation, and, in that capacity, have been duly authorized by the corporation to grant permission to Matlock Broadcasting, Inc., to use the corporate name "Matlock Broadcasting, Inc.", in filing Articles of Incorporation with the Secretary of State of the State of Idaho and operating a corporation under that name in said State.

Very truly yours,


Stephen J. Matlock

Oct 3 3 34 PM '83
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF
MATLOCK BROADCASTING, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person of legal age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

I.

Name

The name of the corporation shall be "Matlock Broadcasting, Inc."

II.

Registered Office

The location and post office address of the registered office of the corporation shall be Route 3, Steepleview Drive, P.O. Box 328, Eagle, Idaho 83616.

III.

Registered Agent

The name of the registered agent of the corporation is Stephen J. Matlock.

IV.

Duration

The period of existence and duration of the corporation shall be perpetual.

V.

Corporate Purpose

The purpose for which the corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the laws of Idaho.

VI.

Authorized Capital Stock

The corporation shall have 10,000 shares of common stock with a par value of \$1.00 per share, for a total capitalization of \$10,000.00. Each share shall have the same rights, privileges and voting power and shall be non-assessable.

VII.

Incorporator

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Post Office</u>
Stephen J. Matlock	<u>Address</u>
	P.O. Box 328
	Eagle, Idaho 83616

VIII.

Director

There shall be one (1) director of the corporation, but the number of directors may be increased or decreased from time to time as provided by the By-Laws. The name and post office address of the initial director, named by the incorporator, is as follows:

<u>Name</u>	<u>Post Office</u>
Stephen J. Matlock	<u>Address</u>
	P.O. Box 328
	Eagle, Idaho 83616

The initial director shall serve until the first election of directors.

IX.

By-Laws

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.

X.

Director Conflicts Of Interest

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by

the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporator of said corporation has hereunto set his hand and seal this 23 day of Sept, 1983.


Stephen J. Matlock

STATE OF IDAHO)
 :SS
County of Canyon)

On this 23rd day of September, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared STEPHEN J. MATLOCK, known to me to be the person whose name is subscribed to the foregoing 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.

(SEAL)

Cindy Stacey
Notary Public for Idaho