

FILED

**ARTICLES OF INCORPORATION
OF
PACIFIC EMPIRE HOLDINGS CORPORATION**

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STATE OF IDAHO

The undersigned, acting as incorporator of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST

The name of the Corporation is **PACIFIC EMPIRE HOLDINGS CORPORATION.**

SECOND

The period of its duration is perpetual.

THIRD

The purposes for which the Corporation is organized are:

a) to purchase, own, operate, transfer, assign, sell and otherwise transact business related to radio, television and other forms of public regulated communications business; and

b) the transaction of any and all lawful business for which the Corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

(a) This corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of common stock shares which this Corporation is authorized to issue is 1,000,000 (one million) at a par value of \$.01.

(b) Any and all right, title, interest, and claim in or to any dividends declared by the Corporation, whether in cash, stock or otherwise, which are unclaimed by the stockholder entitled thereto for a period of four (4) years after the close of business on the payment date shall be and be deemed to be extinguished and abandoned: such unclaimed dividends in the possession of the Corporation, its transfer agents, or other agents or depositaries, shall at such time become the absolute property of the Corporation, free and clear of any and all claims for any person whatsoever.

IDAHO SECRETARY OF STATE
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FIFTH

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

SIXTH

The location of the initial registered office of the Corporation is 111 Main Street, P.O. Box 538, Lewiston, Idaho 83501, and the name of its initial registered agent at such address is R. John Taylor.

SEVENTH

The number of directors of this Corporation shall be not less than three or more than seven. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADRESS</u>
R. John Taylor	111 Main Street P. O. Box 538 Lewiston, ID 83501
Mark L. Bolland	403 C Street Lewiston, ID 83501
Mary E. Bolland	403 C Street Lewiston, ID 83501
Connie L. Taylor	c/o Clark & Feeney, Attorneys 13 th & Main Lewiston, ID 83501

EIGHTH

The name and address of the incorporator is as follows:

R. John Taylor
111 Main Street
P. O. Box 538
Lewiston, ID 83501

NINTH

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute; provided, that no such amendment, alteration, change or repeal shall be effective except upon approval by the holders of a majority of each class of outstanding stock. All rights of stockholders or the Corporation are granted subject to this reservation.

TENTH

At each election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, one vote for each share owned by him. Shareholders have no right to vote their shares cumulatively in the election of directors.

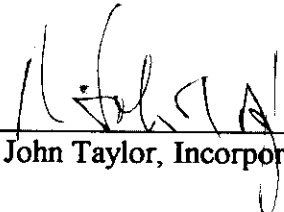
ELEVENTH

A director of this Corporation shall not be personally liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty of this Corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 30-1-48, Idaho Code; or (d) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Eleventh by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

TWELFTH

The Board of Directors of this corporation shall have the power to adopt bylaws, and the same may be modified or amended by the Board of Directors; subject to the power of the stockholders to change or repeal such bylaws.

DATED this 17th day of November, 1999.



R. John Taylor, Incorporator