

State of Idaho

Department of State.

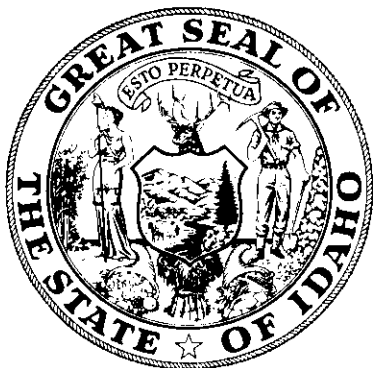
CERTIFICATE OF AUTHORITY OF

TELECRAFTER SERVICES CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **TELECRAFTER SERVICES CORPORATION** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **TELECRAFTER SERVICES CORPORATION** to transact business in this State under the name **TELECRAFTER SERVICES CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 12, 1983**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Telecrafter Services Corporation
2. The name which it shall use in Idaho is Telecrafter Services Corporation

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is February 22, 1983 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5. Telecrafter Services Corporation, Union Terrace, 3rd Floor, 12596 West Bayaud Avenue, Lakewood, Colorado 80228
7. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To audit and install cable television and other television systems.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached Schedule</u>		

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
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1000	Common	Shares are without par value
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11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
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100	Common	Shares are without par value
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12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: August 15, 1983

Telecrafter Services Corporation

By [Signature]

Its President/ ~~Vice President~~ (please specify)

and [Signature]

Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF MONTANA)
)ss
COUNTY OF Yellowstone)

I, Deborah Webb, a notary public, do hereby certify that on this 15th day of August, 19 83, personally appeared before me Richard A. Brekke, who being by me first duly sworn, declared that he is the Assistant Secretary of Telecrafter Services Corporation

that he signed the foregoing document as Assistant Secretary of the corporation and that the statements therein contained are true.

Deborah Webb

Notary Public

Residing at Billings, Montana
My Commission expires: January 27, 1986

Schedule of Officers and Directors
of Telecrafter Services Corporation
a Delaware corporation

<u>OFFICERS</u>	<u>OFFICE(S)</u>	<u>ADDRESS</u>
Peter G. Mangone, Jr.	President	28600 Buchanan Drive Evergreen, CO 80437
Vikki Limpus	Vice President, Treasurer and Asst. Secretary	383 VanGordon Street Lakewood, CO 80228
Cindy Kratochvil	Secretary	149 Nightingale Drive Billings, MT 59102
Richard A. Brekke	Assistant Secretary	2121 Dahlia Lane Billings, MT 59102

<u>DIRECTORS</u>	<u>ADDRESS</u>
A. Clinton Ober	3816 Ben Hogan Lane Billings, MT 59106
Peter G. Mangone, Jr.	28600 Buchanan Drive Evergreen, CO 80437

SEP 12 9 20 AM '83
SECRETARY OF STATE



State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on February 22, 1983.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: M. Tol

DATE: July 29, 1983

CERTIFICATE OF INCORPORATION

Telecrafter Services Corporation

FIRST: NAME. The name of the Corporation is Telecrafter Services Corporation.

SECOND: REGISTERED OFFICE AND AGENT. The registered office of the Corporation in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware 19801.

THIRD: BUSINESS AND PURPOSES. The nature of the business, objects and purposes to be transacted, promoted or carried on by the Corporation are:

- A. To develop, design, plan, install, assemble, implement, consult regarding, purchase, lease, invest in, license the use of, market, pledge, mortgage, sell, construct, audit, inspect, examine, repair, service, restore, maintain, operate and generally deal with cable television systems and other television broadcasting systems of whatever kind or nature and related electronic and electrical systems and equipment;
- B. To market, advertise, promote, sell, conduct investigations and research regarding, develop surveys, campaigns and analyses for, cable television services and other television broadcasting services or signals of whatever kind or nature;
- C. To develop, design, plan, patent, manufacture, assemble, construct, repair, service, install, buy, sell, lease, market, advertise, distribute and to engage in a general wholesale or retail business regarding products, equipment, machinery, devices, supplies, accessories, appliances and apparatus of whatever kind or nature used in or in any manner associated with the cable television or any other television broadcasting industry, business or trade;
- D. To manufacture, design, assemble, purchase or otherwise acquire, install, repair, service, maintain, sell, distribute, mortgage, pledge, lease, license, and otherwise dispose of, microwave radio and multipoint distribution service and radio and television transmitting and receiving devices, apparatus, equipment, sound recording devices, sound reproducing devices, electronic products, and radionic products of all kinds, and devices, parts, accessories, materials, machinery, and equipment, in connection with any of the foregoing; to offer, sell, provide, distribute, and carry communications services for hire by means of microwave radio, multipoint distribution, by

wire, and other radio equipment and apparatus; and to acquire, buy, construct, own, lease, rent and operate television broadcasting stations, with any and all types of transmission facilities; to broadcast, disseminate, distribute, transmit, retransmit, receive or collect by electronic, electrical or other means any programming which may be transmitted by television or electronic signals; to apply for, receive and hold all licenses that may be necessary, required or advisable from any licensing agency, federal, state or foreign; to do any and all things necessarily incident to the operation of such broadcasting stations and facilities, including but not limited to contracting for transmission of programs and entering into such other contracts as are necessary, required or advisable;

- E. To do and undertake each and every act, action or thing necessary, required or advisable to achieve or accomplish any of the foregoing purposes or to attain any object herein authorized, or which may at any time appear conducive to or expedient for the protection or benefit of the Corporation.
- F. To engage in any lawful activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

The business and purposes specified in the foregoing clauses shall be construed both as purposes and powers, shall not, except where otherwise expressed, be limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, shall not limit or restrict the general powers of the Corporation as provided by law, and shall be regarded as independent business and purposes.

FOURTH: AUTHORIZED SHARES. The total number of shares of stock the Corporation is authorized to issue is 1,000 shares of common stock, all without par value.

FIFTH: INCORPORATOR. The name and mailing address of the incorporator is:

Richard A. Brekke 200 Securities Building
P. O. Box 2545
Billings, Montana 59103

SIXTH: DIRECTORS. The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the following is the person who is to serve as director until the first Annual Meeting of Stockholders, or until his successor is elected and qualified:

Name
A. Clinton Ober

Address
3816 Ben Hogan
Billings, Montana 59106

SEVENTH: NUMBER AND ELECTION OF DIRECTORS. The number of members of the Board of Directors shall be not less than one nor more than five, and shall be fixed by, and in the manner provided in, the bylaws.

EIGHTH: BYLAWS. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend, alter or repeal the bylaws of the Corporation in any manner not inconsistent with the laws of the State of Delaware.

NINTH: INDEMNIFICATION. The Corporation shall, to the full extent permitted by the General Corporation Law of the State of Delaware, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.


THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 21st day of February, 1983.


RICHARD A. BREKKE

STATE OF MONTANA)
 : ss.
County of Yellowstone)

On this 21st day of February, 1983, before me, the undersigned, a Notary Public for the State of Montana, personally appeared RICHARD A. BREKKE, 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 Notarial Seal the day and year first above written.


Notary Public for the State of Montana
Residing at Billings, Montana
My Commission expires: 12/16/83