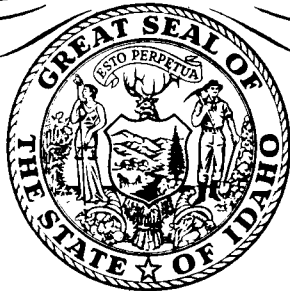


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

FLETCHER-MITCHELL CORPORATION

was filed in the office of the Secretary of State on the **Twelfth** day of **June** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **119** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Nampa

in the County of

Canyon.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **12th** day of **June**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
FLETCHER-MITCHELL CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators, all being of full age and citizens of the United States of America, do hereby certify that we have this day voluntarily associated ourselves together for the purpose of forming a corporation under and in compliance with the laws of the State of Idaho, and do hereby adopt the following ARTICLES OF INCORPORATION, to-wit:

ARTICLE I.

The name of this corporation shall be and is "FLETCHER-MITCHELL CORPORATION."

ARTICLE II.

The purposes for which this corporation is formed are the following:

(a) To engage in the business of owning or operating commercial radio and/or television broadcasting station or stations.

(b) To engage in the business of recording sounds and pictures and to generally engage in the communication business.

(c) To sell or manufacture for sale goods, wares and merchandise of any type or kind, either at wholesale or retail.

(d) To buy, sell, own, hold, lease, improve and deal in real estate or personal property of any type and description, whether or not the same is used in connection with any of the purposes of the corporation listed herein.

(e) To acquire, own, hold, lease, build and/or erect any and all buildings, structures and plants that may be deemed

suitable to the furtherance of the foregoing or any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same.

(f) To incur indebtedness in such amount as may be deemed necessary, and to borrow money; to evidence such or any indebtedness by the bonds or other written obligations of the corporation; and to secure the payment thereof by mortgage, deed of trust, or other form of encumbrance upon all or any part of the property, real or personal, of the corporation, whether owned at the time or afterwards to be acquired.

(g) To carry on any activity or activities that might be related to any of the above described powers of the said corporation.

(h) To do such business not only within the State of Idaho, but in any part of the world, as may be deemed and determined by the board of directors from time to time, without limiting any of the objects and purposes aforesaid. It is expressly declared that the corporation shall have and possess all the powers specifically hereinabove enumerated, and also any and all such additional or further powers as may be incidental to the carrying out of the same, and also such other rights, privileges and powers granted by the laws of this state to corporations, except such as may be inconsistent herewith; the intention hereof is expressly declared to be that the powers of this corporation as expressed herein shall be construed as a grant of general powers and not in any sense as a grant of special or limited powers.

(i) to acquire, invest in, own and dispose of the capital stock of this corporation and of other corporations, and the business property and assets of any person, copartnership or corporation.

3.

ARTICLE III.

The principal place of business and the place where the principal office of the corporation shall be is hereby designated as Box 21, Nampa, Canyon County, Idaho.

ARTICLE IV.

The existence of the corporation shall be perpetual.

ARTICLE V.

The number of directors of this corporation is hereby fixed at four.

ARTICLE VI.

The capital stock of this corporation shall be Fifty Thousand Dollars, to be divided into 500 shares of the par value of \$100.00 per share, which stock shall be non-assessable, and all shares of the capital stock of this corporation shall be known as common stock, with each share of stock to be entitled to one vote.

ARTICLE VII.

The amount of capital stock actually subscribed is the sum of \$300.00, and the same has been subscribed by the persons whose names hereto appear as incorporators, and they have subscribed the following shares: James I. Mitchell, one share, 1825 Bever Ave. S. E., Cedar Rapids, Iowa; Jonathan M. Fletcher, one share, 421 6th Ave., Des Moines, Iowa; Catherine Mitchell, one share, 1825 Bever Ave. S. E., Cedar Rapids, Iowa.

IN WITNESS WHEREOF, we, the incorporators of the said corporation, have hereunto set our hands this _____ day of June, 1962.

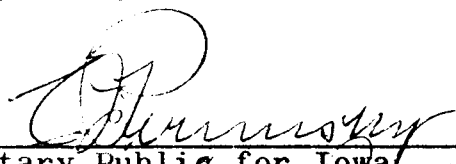
James I. Mitchell
Catherine Mitchell
Jonathan M. Fletcher

4.

State of Iowa Ø
 : ss.
County of Linn Ø

On this 8th day of June, 1962, before me, the under-
signed, a notary public in and for said State, personally
appeared James I. Mitchell and Catherine Mitchell, known to
me to be the persons whose names are subscribed to the within
and foregoing 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.



Notary Public for Iowa
Residing at Cedar Rapids, Iowa
My commission expires: July-4-1963

State of Iowa Ø
 : ss.
County of _____ Ø

On this _____ day of June, 1962, before me, the under-
signed, a notary public in and for said State, personally
appeared Jonathan M. Fletcher, known to me to be the person
whose name is subscribed to the within and 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.

Notary Public for Iowa
Residing at _____, Iowa
My commission expires: _____