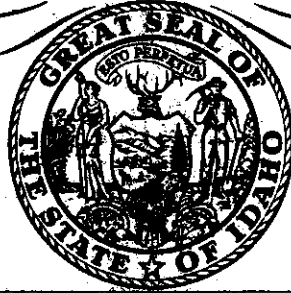


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

SUBSCRIPTION TELEVISION CORPORATION

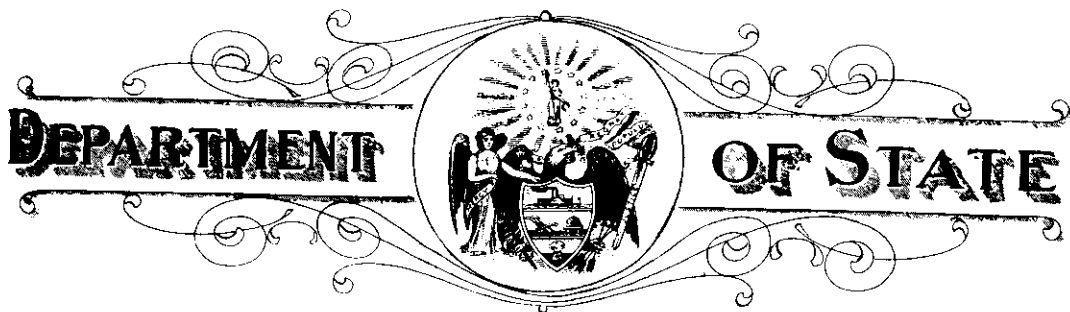
a corporation duly organized and existing under the laws of **Arkansas** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **17th** day of **February** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **17th** day of **February** 19 **64**, a designation of **J.L., T.H. or W.D. Eberlein** the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **17th** day of **February**, A.D. 19 **64**.

Secretary of State.

STATE OF ARKANSAS



KELLY BRYANT, SECRETARY OF STATE

*To All to Whom These Presents Shall Come, Greeting
I, Kelly Bryant, Secretary of State of the State of Arkansas,
do hereby certify that the following and hereto attached instrument
of writing is a true and perfect copy of*

ARTICLES OF INCORPORATION OF

SUBSCRIPTION TELEVISION CORPORATION

Original articles filed January 8, 1964

*In Testimony Whereof, I have hereunto
set my hand and affixed my official Seal
Done at office in the City of Little Rock,
this* 8th *day of* January 19 64

Kelly Bryant

By *Jane* *Resseke*
Secretary of State
Deputy.

ARTICLES OF INCORPORATION
OF
SUBSCRIPTION TELEVISION CORPORATION

* * * * *

WE, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Chapter One of an Act of the General Assembly of the State of Arkansas, entitled "An Act to Provide for the Formation of Corporations, the Regulation and Control of Corporations, and for Other Purposes" (approved April 1, 1931), being Title 64 of Arkansas Statutes, 1947, DO HEREBY CERTIFY as follows:

FIRST: The name of this corporation is
SUBSCRIPTION TELEVISION CORPORATION.

SECOND: The nature of the business of the corporation and the objects or purposes proposed to be transacted, promoted or carried on by it, are as follows, to-wit:

To engage in the subscription television business.

To construct, own, buy, sell, lease, license, equip, manage or operate systems for the transmission of television signals to subscribers; to operate closed circuit television systems; to operate community antennae for television signal reception; to broadcast or transmit television, musical or

other audible or visible programs to subscribers or to the general public; and to manufacture, own, buy, sell, lease, license, operate and generally deal in and with all kinds of facilities and appurtenances convenient, desirable or necessary in the conduct and operation of the foregoing.

To engage in the design, development, manufacture and sale of electronic equipment, television antenna or amplifier equipment, and television signal transmission equipment or systems, components or combinations thereof, to produce, purchase, lease, use, exhibit, distribute and generally deal with motion pictures and films, television films, transcriptions and recordings of all kinds, and other media or devices designed to reflect or reproduce audible or visible effects; and generally to manufacture, buy, sell, and deal in and with goods, wares, merchandise and all other personal property of every class and description.

To manufacture, purchase, or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to trade, deal in and deal with, goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises, or for any

other lawful purposes of its incorporation.

To issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or any other lawful objects.

To provide in any mortgage or deed of trust executed and delivered by the corporation, that such mortgage or deed of trust shall cover all or any part of its property of whatsoever kind and wheresoever situated, whether then owned or thereafter acquired, and that one bond or other evidences of indebtedness to be issued thereunder and to be secured thereby shall be issued in such amount or amounts, whether limited or unlimited, and upon and subject to such terms and conditions, as shall be specified in such mortgage or deed of trust.

In any manner to acquire, enjoy, utilize, and to dispose of patents, copyrights and trademarks and any licenses or other rights or interest therein and thereunder.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any other corporation or corporations of this or any other State or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or any other State or government,

or created by any individual, unincorporated association, trust estate, improvement district, municipality and/or governmental or municipal agency of any character.

To purchase, hold, sell and transfer the shares of its own capital stock, provided it shall not purchase its own shares of capital stock except from the surplus of its assets over its liabilities, including capital; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote, provided that nothing in this paragraph shall be construed as limiting the exercise of the rights given by statute to redeem and/or purchase shares of its own preferred stock subject to redemption.

To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this State and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of this corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation or any amendment thereof.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that

the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: The period of existence of this corporation shall be perpetual.

FORTH: The principal office or place of business of this corporation shall be located in the County of Pulaski, in the City of Little Rock, State of Arkansas, and the address of the principal office or place of business shall be 221 West Second Street.

FIFTH: The name of the resident agent of this corporation is THE CORPORATION COMPANY, an Arkansas Corporation, whose address is, No. 221 West Second Street, City of Little Rock, County of Pulaski, State of Arkansas.

SIXTH: The total amount of the authorized capital stock of this corporation is three hundred one (301) shares, having a par value of One Dollar (\$1.00) each.

SEVENTH: The amount of capital with which this corporation will begin business is Three Hundred One Dollars (\$301.00).

EIGHTH: The names and post office address of each of the incorporators and the number of shares of the capital stock subscribed by each of them, is as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
WILLIAM T. CAHILL	120 Broadway, New York, N. Y.	1
HERBERT R. GRITMON	120 Broadway, New York, N. Y.	1
THOMAS B. WARD	120 Broadway, New York, N. Y.	1

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the by-laws of this corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation, provided however, that bonded indebtedness shall not be increased until the consent of the persons holding the larger amount in value of stock shall be obtained at a meeting held after notice given for a period not less than sixty (60) days.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

To designate, by resolution or resolutions, one or more committees, each committee to consist of two or more of the directors of the corporation, which to the extent provided in said resolution or resolutions, or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all

papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power on a proposal to sell, lease or exchange all the property and assets of the corporation, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power on such proposal, the board of directors shall have power and authority by action taken at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as the board of directors deem expedient.

TENTH: Meetings of stockholders may be held without the State of Arkansas, if the by-laws so provide. The books of this corporation may be kept, (subject to the provisions of the statutes) outside of the State of Arkansas at such places as may be from time to time designated by the board of directors or in the by-laws.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or

hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, WE have hereunto set our hands on this 6th day of January, A.D. 1964.

STATE OF NEW YORK }
COUNTY OF NEW YORK } SS.

William T. Cahill
Herbert R. Grimon
Thomas B. Ward

BE IT REMEMBERED that on this 6th day of January, A.D. 1964, personally came before me, the undersigned, a Notary Public within and for the State and County aforesaid, WILLIAM T. CAHILL, HERBERT R. GRITMON and THOMAS B. WARD parties to the foregoing Articles of Incorporation, known to me personally to be such, and severally acknowledged the same to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Frederick E. Egan
Notary Public

FREDERICK E. EGAN
NOTARY PUBLIC, State of New York
No. 52-607213
Qualified in Suffolk County
Certificate filed in New York County
Term Expires March 30, 1964

ARTICLES OF
INCORPORATION

OF

SUBSCRIPTION TELEVISION CORPORATION

Filed in the office of the Secretary of
State of the State of Arkansas on this
day of January A.D., 1964.

Secretary of State

By _____ Deputy