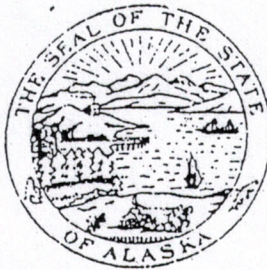


State of Alaska



Department of Commerce and Economic Development

Certificate

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of

LYNN CANAL BROADCASTING

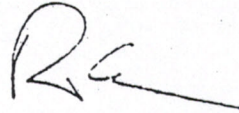
duly signed and verified pursuant to the provisions of the Alaska Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of

LYNN CANAL BROADCASTING

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed my official seal, at Juneau, the Capital, this
28th day of December A.D. 19 82


Richard A. Lyon
COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT

FILED FOR RECORD
STATE OF ALASKA
DEC 28 1982

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
LYNN CANAL BROADCASTING

DEPARTMENT OF COMMERCE
& ECONOMIC DEVELOPMENT

Pursuant to the provisions of the Alaska Non-profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is LYNN CANAL BROADCASTING.

SECOND: The amendments are as follows:

Note: Words and phrases enclosed in parenthesis () indicate deletions; underlined words and phrases indicate additions.

(1) Article VII.

(There shall be two classes of membership composed of those persons interested in furthering the goals of the corporation and who have paid their annual membership dues. Persons may become Sustaining Members by payment of \$10.00 annual dues, or they may become Voting members by payment of \$20.00 annual dues. Membership will be non-transferable. A Voting membership will entitle the holder to one vote at each annual meeting and such special meetings of the members as are called. No votes by proxy are permitted at the membership meeting. Dues for working members will be specified in the ByLaws.)

Persons interesting in supporting and/or furthering the goals of the corporation may become members as provided in the ByLaws upon payment of their annual dues and shall remain members while dues are current.

(2) Article VIII.

The highest amount of indebtedness for liability for which the corporation shall at any time be indebted shall be (\$100,000.00) \$500,000.00.

(3) Article IX.

...The term of office for the directors elected in 1978 shall be one year for three directors, two years for two directors and three years for two directors with the specific terms of office determined as the new Board of Directors shall see fit. (No board member shall be an employee of the corporation. No votes by proxy are permitted.) All meetings of the Board of Directors are open to the public with reasonable public notice (being given to the public of Board of Directors meetings) of meeting dates and times. (Board of Directors regular meetings will be the first Thursday of January, April, July and October of each year. Any action taken at a Board of Directors meeting which is not a public meeting will be void. Addresses of Directors and incorporators attached herewith.)

(4) Article X.

(The remaining Board of Directors may replace any director who has resigned or moved, by majority vote. The director so elected shall serve out the term of the replaced director. Any director may be replaced by two-thirds vote of the members present at any regular, or special meeting called for that purpose, provided that no action to replace a director is taken unless a notice is mailed to each member at his last address of record, at least thirty days prior to such a meetings, stating that it is proposed that a director may be replaced at such meeting. The director so elected shall serve out the term of the replaced director. The President shall appoint a Nominating Committee. The membership of the corporation shall elect directors from persons either nominated by the nominating committee or from persons nominated by the members at any regular or special meeting called for that purpose. The directors shall elect from their members a President, Vice-President, Treasurer and a Secretary whose duties shall be specified in the ByLaws.)

These Articles of Incorporation may be amended at any regular meeting of the members of the corporation or at any special meeting of the same called for that purpose by a vote of two-thirds of the members entitled to vote present at the meeting. Notice of such regular or special meetings must be mailed to each member at his last address of record at least two weeks prior to such meeting stating the proposed amendments (s) to the Articles. Such amended Articles shall be executed and acknowledged by the officers in whom the management of the affairs of the corporation is vested and shall be filed and recorded in the same place and manner as the original Articles.

(5) Article XI.

Delete entire paragraph.

In the event of termination, dissolution or winding up of this corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed for one or more of the purposes set forth in Section 501 (c) (3) of the Internal Revenue Code, and any amendments thereto, and the rules and regulations promulgated thereunder.

(6) Article XII.

Delete entire paragraph.

THIRD: The above stated amendments to the Articles of Incorporation of Lynn Canal Broadcasting were approved by unanimous vote of the membership at the Annual Membership Meeting held October 8, 1982, notice of ammendment duly given prior to the meeting, and a quorum being present.

DATE: Dec. 6, 1982

LYNN CANAL BROADCASTING

Terry Sharnbroich
Terry Sharnbroich, President

Cheryl Loomis, Sec.
Cheryl Loomis, Secretary