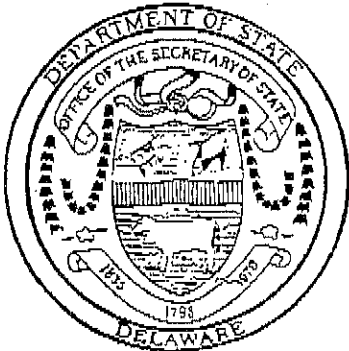




State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, 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 January 22, 1973



Michael Harkins

Michael Harkins, Secretary of State

BY: M. Magraw

February 7, 1990

DATE: _____

CERTIFICATE OF INCORPORATION

OF

GALESBURG BROADCASTING CO.

* * * * *

1. The name of the corporation is
GALESBURG BROADCASTING CO.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To buy, sell, lease and deal generally in all kinds of radio, wireless, electric and other radio instruments and instrumentalities including leases, patents, rights and franchises; to establish, install, maintain, operate and lease all kinds of receiving and sending radio and wireless telegraph and telephone stations; to acquire, sell and to generally deal in and with electric transmitting and receiving sets, wired and wireless telegraph and telephone instruments and apparatus and devices used or useful in connection with the transmission of images, animate and inanimate, by electrical means for visualization at places distant from the place where such images are primarily perceived.

Law of Delaware.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, 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 acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public

America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise money for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this certificate of incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

4. The total number of shares of stock which the corporation shall have authority to issue is two hundred (200) and the par value of each of such shares is One Hundred Dollars (\$100.00) amounting in the aggregate to Twenty Thousand Dollars (\$20,000.00).

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
S. E. Widdoes	100 West Tenth Street Wilmington, Delaware 19801
W. J. Reif	100 West Tenth Street Wilmington, Delaware 19801
J. L. Rivera	100 West Tenth Street Wilmington, Delaware 19801

6. The corporation is to have perpetual existence.

powers conferred by statute, and none of which are expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

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

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all

have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws, expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

3. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the

not be by written ballot unless the by-laws of the corporation shall so provide.

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders,

corporation.

9. The 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.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 19th day of January , 1973.

S. E. Widdoes

W. J. Reif

J. L. Rivera

GALESBURG BROADCASTING CO.
BYLAWS

ARTICLE 1

CORPORATE OFFICES

Section 1. Illinois/Delaware Registered Office. The registered office of the corporation in the States of Illinois and/or Delaware may, but need not, be identical with the principal office in the States of Illinois and/or Delaware, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 2. Other Offices. The principal office of the corporation in the States of Illinois shall initially be located in the City of Galesburg and County of Knox. The corporation may also have offices at such other places both within and without the State of Illinois as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF SHAREHOLDERS

Section 1. Times and Places of Meetings. Meetings of shareholders for any purpose may be held at such time and place, within or without the States of Illinois or Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meetings. Annual meetings of shareholders, commencing with the year 1997, shall be held on the first Monday of March if not a legal holiday, and if a legal holiday, then on the next business day following, at 10:00 A.M., or at such other time as may be provided in a resolution by the board of directors, for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or any adjournment thereof, the board of directors shall cause the election to be held at a meeting of the shareholders as soon thereafter as conveniently may be.

Section 3. Special Meetings. Special meetings of shareholders may be called by the president, by the board of directors, by the holders of not less than one-half of all the outstanding shares entitled to vote on the matter for which the meeting is called, or by such other officers or persons as may be provided in the articles of incorporation or these bylaws.

Section 4. Notice of Meetings. Written notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, or in the case of a merger, consolidation, share exchange, dissolution or sale, lease, or exchange of assets, not less than twenty nor more than sixty days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at the shareholder's address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Business Corporation Act or the articles of incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 6. Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board of directors may, in advance of the record date, fix a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty days and, for a meeting of shareholders, not less than ten days, or in the case of a merger, consolidation, share exchange, dissolution or sale, lease, or exchange of assets, not less than twenty days, immediately preceding such meeting or other action. If no record date is fixed for the determination of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of

shareholders has been made as provided herein, such determination shall apply to any adjournment thereof.

Section 7. Voting Lists. The officer or agent having charge of the transfer books for shares of the corporation shall make, within twenty days after the record date for a meeting of shareholders or ten days before such meeting, whichever is earlier, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder, and to copying at the shareholder's expense, at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplication thereof kept in this state, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of shareholders.

Section 8. Quorum. A majority of the holders of the outstanding and issued common shares entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of shareholders; provided, that if less than a majority of such holders of outstanding shares are represented at the meeting, a majority of the holders so represented may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of the majority of such shareholders represented at the meeting and entitled to vote on a matter shall be the act of the shareholders, unless the vote of a greater number is required by the Business Corporation Act, the articles of incorporation, or these bylaws.

Section 9. Proxies. A shareholder may appoint a proxy to vote or otherwise act for the shareholder by signing a proxy appointment form and delivering it to the person so appointed. Such proxy shall be filed with the secretary of the corporation before the time of the meeting. No proxy shall be valid after eleven months from the date thereof, unless otherwise provided in the proxy.

Section 10. Voting Shares. Except as otherwise provided by the articles of incorporation or by resolutions of the board of directors providing for the issue of any shares of preferred or special classes in series, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

In all elections for directors, every shareholder shall have the right to vote the number of shares owned by such shareholder for as many persons as there are directors to be elected or to cumulate such vote and give one candidate as many votes as shall equal the number of directors multiplied by the number of shares, or to distribute such cumulative votes in any proportion among any number of candidates.

Section 11. Voting of Shares by Certain Holders. Shares registered in the name of another corporation, domestic or foreign, may be voted by any officer, agent, proxy, or other legal representative authorized to vote such shares under the law of incorporation of such corporation. A corporation may treat the president or other person holding the position of chief executive officer of such other corporation as authorized to vote such shares, together with any other person indicated and any other holder of an office indicated by the corporate shareholders to the corporation as a person or an office authorized to vote such shares. Such persons and offices indicated shall be registered by the corporation on the transfer books for shares and included in any voting list prepared in accordance with the Business Corporation Act. Shares held pending sale or transfer in the name of a deceased person, or a shareholder whose employment by the corporation has been terminated for any reason shall not be voted and it shall be as if such shares had been cancelled for purposes of determination of a quorum of shareholders or the total number of shares entitled to vote on any issue.

Section 12. Inspectors. At any meeting of shareholders, the chairman of the meeting may, or upon the request of any shareholder shall, appoint one or more persons as inspectors for such meeting, unless an inspector or inspectors shall have been previously appointed for such meeting by resolution of the board of directors. Such inspectors shall ascertain and report the number of shares represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartially and fairness to all the shareholders. Each report of an inspector shall be in writing and signed by the inspector or by a majority of them if there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of shares represented at the meeting and the results of the voting shall be prima facie evidence thereof.

Section 13. Informal Action by Shareholders. Any action required to be taken at any annual or special meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting and without a vote if a consent in writing, setting forth the action so taken,

shall be signed (a) if five days' prior notice of the proposed action is given in writing to all of the shareholders entitled to vote with respect to the subject matter thereof, by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voting or (b) by all of the shareholders entitled to vote with respect to the subject matter thereof. Prompt notice of the taking of the action without a meeting by less than unanimous consent shall be given in writing to those shareholders who have not consented in writing.

Section 14. Voting by Ballot. Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any shareholder shall demand that voting be by ballot.

Section 15. Organization of Meetings. At each meeting of shareholders, one of the following officers shall act as chair and shall preside thereat, in the following order of precedence; the president; any vice-president acting in place of the president as provided by these bylaws; any person designated by the affirmative vote of the holders of a majority of the shares represented at the meeting in person or by proxy.

ARTICLE III

DIRECTORS

Section 1. Powers. The business and affairs of the corporation shall be managed by or under the direction of its board of directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the corporation shall be three. The terms of all directors expire at the next annual meeting of shareholders following their election. Despite the expiration of a director's term, the director shall continue to serve until the next meeting of shareholders at which directors are elected or until that director's earlier resignation or removal. A director need not be a resident of the States of Illinois or Delaware or a shareholder of the corporation.

Section 3. Place of Meetings. The board of directors of the corporation may hold meetings, both regular and special, either within or without the States of Illinois or Delaware.

Section 4. Regular Meetings. A regular meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of shareholders. Other regular meetings of the board of

directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

Section 5. Special Meetings. Special meetings of the board may be called by the president and shall be called by the president or secretary on the written request of two directors.

Section 6. Notice. Written notice of any special meeting shall be given at least two days before the meeting to each director at his or her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need to be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum; Manner of Acting. A majority of the number of members of the board of directors fixed as provided in Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except as provided below. If less than a majority of such number of directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these by-laws, or the articles of incorporation.

Section 8. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors may be filled by election at an annual meeting or at a special meeting of shareholders called for that purposes; provided, however, that the board of directors may fill vacancies arising between the meetings of shareholders by reason of an increase in the number of directors or otherwise. A director elected by the shareholders to fill a vacancy shall hold office for the balance of the term for which he or she was elected. A director appointed to fill a vacancy shall serve until the next meeting of shareholders at which directors are to be elected.

Section 9. Informal Action by Directors. Any action required to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of the board of directors or committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the secretary to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. Any such consent signed by all the directors or all the members of a committee shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State of Illinois under the Business Corporation Act.

Section 10. Participation with Communications Equipment. Members of the board of directors or of any committee of the board or directors may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 11. Compensation of Directors. The board of directors shall have the authority to fix the compensation of directors by the affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members. In addition, the directors may be paid their expenses, if any, of attendance at each meeting of the board of directors. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be compensated additionally for so serving.

Section 12. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the dissent of that director shall be entered in the minutes of the meeting or unless that director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 13. Committees. The board of directors may create one or more committees, each having two or more members of the board of directors, who serve at the pleasure of the board. To the extent specified by the board of directors, each committee may exercise the authority of the board of directors in the management and direction of the corporation, provided that a committee may not (a) authorize distributions; (b) approve or recommend to shareholders any act required by the Business Corporation Act to be approved by shareholders; (c) fill vacancies on the board or on any of its committees; (d) elect or remove officers or fix the compensation of any member of the committee; (e) adopt, amend, or repeal the bylaws; (f) approve a plan of merger not requiring shareholder approval; (g) authorize or approve reacquisition of shares, except according to a general formula or method prescribed by the board; (h) authorize or approve the issuance or sale, or contract for sale, of shares or determine the designation and relative rights, preferences, and limitations of a series of shares, except that the board may direct a committee to fix the specific terms of the issuance or sale or contract for sale of the number of shares to be allocated to particular employees under an employee benefit plan; or (i) amend, alter, repeal, or take action inconsistent with any resolution or action of the board of directors provides by its terms that it shall not be amended, altered, or repealed by action of a committee.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a president, one or more vice presidents (the number, seniority, and any other designations thereof to be determined by the board of directors), a secretary, and a treasurer. and such other officers as may be elected by the board of directors. Any two or more offices may be held by the same person.

Section 2. Annual Election. At the first meeting after each annual meeting of shareholders, the board of directors shall elect a president, one or more vice presidents, a secretary, and a treasurer. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be.

Section 3. Additional Officers and Agents. The board of directors may appoint such other officers and agents as it shall deem necessary, who shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 4. Compensation of Officers. The compensation of all officers and agents of the corporation shall be fixed by or under the direction of the board of directors. No officer shall

be prevented from receiving such compensation by reason of the fact that such officer is also a director of the corporation.

Section 5. Term of Office and Vacancy. Each elected officer shall hold office until a successor is elected and qualified or until such officer's earlier resignation or removal. Any vacancy occurring in any office of the corporation shall be filled by the board of directors for the unexpired portion of the term. Each appointed officer shall serve at the pleasure of the board of directors. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 6. Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7. President. The president shall (a) be the chief executive officer of the corporation and shall have supervision over and be in charge of the business of the corporation and its other officers and its employees and agents, subject to the control of the board of directors; (b) be authorized to execute all documents in the name and on behalf of the corporation; and (c) perform all duties incident to the office of president and such other duties as the board of directors may from time to time prescribe.

Section 8. Vice-Presidents. In the absence of the president or in the event of the inability or refusal of the president to act, the vice-president (or in the event there is more than one vice-president, the vice-presidents in the order of seniority of title, or in the event of equal seniority, then in the order of their original election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties and have such other powers as the board of directors or the president may from time to time prescribe.

Section 9. Secretary. The secretary shall (a) attend meetings of the board of directors and meetings of the shareholders and record minutes of the proceedings of the meetings of the shareholders and of the board of directors, and when required shall perform like duties for the committees of the board; (b) assure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) maintain custody of the corporate records of the corporation; (d) keep or cause to be kept a register of the post office address of each shareholder as furnished to the secretary by such shareholders; (e) sign with the president or a vice-president certificates for shares of the corporation, the issue of which

shall have been authorized by resolution of the board of directors; (f) have charge of the stock transfer agent, if any; (g) certify copies of the bylaws, resolutions of the shareholders and board of directors and committees thereof, and other documents of the corporation as true and correct copies thereof; and (h) perform all duties incident to the office of secretary and such other duties as the board of directors or the president may from time to time prescribe.

Section 10. Assistant Secretaries. The assistant secretary, or if there is more than one, the assistant secretaries respectively, as authorized by the board of directors, may sign with the president or a vice president certificates for shares of the corporation, the issue of which shall have been authorized by resolution of the board of directors, and shall, in the absence of the secretary or in the event of the inability or refusal of the secretary to act, perform the duties and exercise the powers of the secretary, and shall perform such other duties as the board of directors, the president, or the secretary may from time to time prescribe.

Section 11. Treasurer. The treasurer shall (a) have custody of the funds and securities of the corporation; (b) deposit all money and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors; (c) maintain adequate accounts of the corporation; (d) disburse the funds of the corporation as may be ordered by the board of directors; (e) submit financial statements to the president and the board of directors; and (f) perform all duties incident to the office of treasurer and such other duties as the board of directors or the president may from time to time prescribe.

Section 12. Assistant Treasurers. The assistant treasurer, or if there is more than one, the assistant treasurers respectively, shall, in the absence of the treasurer or in the event of the inability or refusal of the treasurer to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors, the president, or the treasurer may from time to time prescribe.

ARTICLE V

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The board of directors may authorize any officer or officers, or agent or agents, to enter into any contract and execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Notes. All checks, drafts or other orders for the payment of money, notes, and other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 4. Deposits. All funds of the corporation other than petty cash shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may elect.

ARTICLE VI

SHARES

Section 1. Issued Shares. The issued shares of the corporation may be represented by certificates or may be uncertificated shares, in either case in whole or in part, as determined and authorized by the board of directors.

Section 2. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as may be determined by the board of directors. Such certificates shall be signed by the president or a vice-president and by the secretary or an assistant secretary. If a certificate is countersigned by a transfer agent or registrar, other than the corporation itself or its employee, any other signatures or countersignatures on the certificate may be facsimiles. If any officer of the corporation, or any officer or employee of the transfer agent or registrar, who has signed or whose facsimile signature has been placed upon such certificate ceases to be an officer of the corporation, or an officer or employee of the transfer agent or registrar, before such certificate is issued, the certificate may be issued by the corporation with the same effect as if the officer of the corporation, or the officer or employee of the transfer agent or registrar, had not ceased to be such at the date of its issue.

Each certificate representing shares of Common Stock of the Corporation shall be conspicuously legended as follows:

"The securities represented by this stock certificate have not been registered under the Securities Act of 1933 (the "Act") or applicable state securities laws (the "State Acts") and shall not be sold, pledged,

hypothecated, donated, or otherwise transferred (whether or not for consideration) by the holder except upon the issuance to the Corporation of a favorable opinion of its counsel and/or the submission to the Corporation of such other evidence as may be satisfactory to counsel for the Corporation to the effect that any such transfer shall not be in violation of the Act and State Acts. The shares of stock represented by this Certificate are restricted as to transfer by the terms, conditions and covenants of an Agreement with respect thereto dated the 31st day of December, 1996, a copy of which is on file with the Corporation. The Corporation will furnish a copy of such Agreement to any party having a valid interest therein. Any transfer of stock other than in accordance with said Agreement shall be void."

Section 3. Uncertificated Shares. The board of directors may provide by resolution that some or all of any or all classes and series of its shares shall be uncertificated shares and may provide an election by individual shareholders to receive certificates or uncertificated shares and the conditions of such election, provided that such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the corporation. Within a reasonable time after the registration of issuance or transfer of uncertificated shares, the corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to the Business Corporation Act or these bylaws. Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated shares and rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

Section 4. Registration of Transfers of Shares. Transfer of shares shall be registered in the records of the corporation upon request by the registered owner thereof in person or by a duly authorized attorney, upon presentation to the corporation or to its transfer agent (if any) of a duly executed assignment and other evidence of authority to transfer, or proper evidence of succession, and, if the shares are represented by a certificate, a duly endorsed certificate or certificates for shares surrendered for cancellation, and with such proof of the authenticity of the signatures as the corporation or its transfer agent may reasonably require. The person in whose name shares are registered in the stock ledger of the corporation shall be deemed the owner thereof for all purposes as regards the corporation.

Section 5. Lost Certificates. The corporation may issue a new share certificate in the place of any certificate theretofore issued by it alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the share certificate to be lost, stolen, or destroyed. When authorizing such issue of a new certificate or certificates, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen, or destroyed certificate or certificates, or the owner's legal representative to advertise the same in such manner as it shall require or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen, or destroyed.

ARTICLE VII

OTHER PROVISIONS

Section 1. Distributions. The board of directors may authorize, and the corporation may make, distributions to its shareholders, subject to any restriction in the articles of incorporation and subject to any limitations provided by law.

Section 2. Fiscal Year. The fiscal year of the corporation shall be fixed, and shall be subject to change, by the board of directors.

Section 3. Seal. The board of directors may, but shall not be required to, provide by resolution for a corporate seal, which may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

Section 4. Indemnification of Directors and Officers. Each person who is or was a director or officer of the corporation, and each person who serves or served at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise (and the heirs, executors, administrators, and estates of any such persons), shall be indemnified by the corporation in accordance with, and to the fullest extent authorized by, the Business Corporation Act as it may be in effect from time to time. The corporation shall report any indemnification or advance payment pursuant to this section in writing to the shareholders with or before the notice of the next shareholders meeting.

ARTICLE VIII

AMENDMENTS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, at any meeting of the shareholders or the board of directors, by majority vote of those entitled to vote.

ARTICLE VIII

This corporation may adopt By-laws to regulate and govern its internal affairs.

ARTICLE IX

The private property of the shareholders of this corporation shall be forever free and exempt from all corporate debts and liabilities.

ARTICLE X

Conveyances of real estate made by the corporation may be executed by the President, Vice-president or Treasurer, attested by the Secretary of the corporation, and all releases of mortgages, liens, judgements or other claims which are required by law to be made of record may be executed by the President, Vice-president, Secretary or Treasurer of the corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 28th day of March, A.D., 1978.

Darryl W. Hensley

STATE OF IOWA)
) SS:
CERRO GORDO COUNTY)

On this 28th day of March A.D., 1978, before me, the undersigned, a notary public in and for the State of Iowa, personally appeared Darryl W. Hensley, to me known to be the identical person named in and who executed the foregoing instrument and acknowledge that he executed the same as his voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my notarial seal on the day and year last above written.

[Signature]
Notary Public in and for the State of Iowa

OFFICE OF THE SECRETARY OF STATE
10-35 FILED 510 March 29 1978
P. B. Schumaker, Secretary of State
101746
[Circular Notary Seal: IOWA, Notary Public, Darryl W. Hensley, No. 101746, Exp. 12/31/80]