

ARTICLES OF INCORPORATION

OF

Dalmation Communications, Incorporated

FILED COPY

The undersigned, who, if a natural person, is eighteen years of age or older, hereby establishes a corporation pursuant to the Colorado Business Corporation Act as amended and adopts the following Articles of Incorporation:

FIRST: The name of the corporation is Dalmation Communications, Incorporated.

FILED COPY
781153+70 M \$50.00
SECRETARY OF STATE

SECOND: The corporation shall have and may exercise all the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Colorado. In addition, the corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes. The corporation may conduct part or all of its business in any part of Colorado, the United States or the world and may hold, purchase, mortgage, lease and convey real and personal property in any of such places.

THIRD: (A) The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares of common stock. The shares of this class of common stock shall have unlimited voting rights and shall constitute the sole voting group of the corporation, except to the extent any additional voting group or groups may hereafter be established in accordance with the Colorado Business Corporation Act. The shares of this class shall also be entitled to receive the net assets of the corporation upon dissolution.

(B) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors each shareholder shall have as many votes for each share held by him as there are directors to be elected and for whose election the shareholder has a right to vote. Cumulative voting shall not be permitted in the election of directors or otherwise.

(C) Unless otherwise ordered by a court of competent jurisdiction, at all meetings of shareholders one-third of the shares of a voting group entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum of that voting group.

FOURTH: The number of directors of the corporation shall be fixed by the bylaws, or if the bylaws fail to fix such a number,

FILED

then by resolution adopted from time to time by the board of directors, provided that the number of directors shall not be more than 3 nor less than 1. One director shall constitute the initial board of directors. The following person is elected to serve as the corporation's initial directors until the first annual meeting of shareholders or until their successors are duly elected and qualified:

Gabriel Chenoweth 1577 Beech St., Rifle, CO 81650

FIFTH: The street address of the initial registered office of the corporation is 1577 Beech St., Rifle, CO 81650. The name of the initial registered agent of the corporation at such address is Gabriel Chenoweth.

SIXTH: The address of the initial principal office of the corporation is 1577 Beech St., Rifle, CO 81650.

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law.

(a) **Conflicting Interest Transactions.** As used in this paragraph, "conflicting interest transactions" means any of the following: (i) a loan or other assistance by the corporation to a director of the corporation or to an entity in which a director of the corporation is a director or officer or has a financial interest; (ii) a guaranty by the corporation of an obligation of a director of the corporation or of an obligation of an entity in which a director of the corporation is a director or officer or has a financial interest; or (iii) a contract or transaction between the corporation and a director of the corporation or between the corporation and an entity in which a director of the corporation is a director or officer or has a financial interest. No conflicting interest transaction shall be void or voidable, be enjoined, be set aside, or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the corporation, solely because the conflicting interest transaction involves a director of the corporation or an entity in which a director of the corporation is a director or officer or has a financial interest, or solely because the director is present at or participates in the meeting of the corporation's board of directors or of the committee of the board of directors which authorizes, approves or ratifies a conflicting interest transaction, or solely because the director's vote is counted for

such purpose if: (A) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (B) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the shareholders entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved or ratified in good faith by a vote of the shareholders; or (C) a conflicting interest transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof, or the shareholders. Common or interest directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes, approves or ratifies the conflicting interest transaction.

(b) **Loans and Guaranties for the Benefit of Directors.** Neither the board of directors nor any committee thereof shall authorize a loan by the corporation to a director of the corporation or to an entity in which a director of the corporation is a director or officer or has a financial interest, or a guaranty by the corporation of an obligation of a director of the corporation or of an obligation of an entity in which a director of the corporation is a director or officer or has a financial interest, until at least ten days after written notice of the proposed authorization of the loan or guaranty has been given to the shareholders who would be entitled to vote thereon if the issue of the loan or guaranty were submitted to a vote of the shareholders. The requirements of this paragraph (b) are in addition to, and not in substitution for, the provisions of paragraph (a) of Article SEVENTH.

(c) **Indemnification.** The corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against an claim, liability or expense arising against or incurred by such person made party to a proceeding because he is or was a director, officer, agent, fiduciary or employee of the corporation or because he is or was serving another entity as a director, officer, partner, trustee, employee, fiduciary, or agent at the corporation's request. The corporation shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.

(d) **Negation of Equitable Interests in Shares or Rights.**

Unless a person is recognized as a shareholder through procedures established by the corporation pursuant to Colorado Revised Statutes § 7-107-204 or any similar law, the corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes permitted by the Colorado Business Corporation Act, including without limitation all rights deriving from such shares, and the corporation shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares on the part of any other person including without limitation, a purchaser, assignee or transferee of such shares, unless and until such other person becomes the registered holder of such shares or is recognized as such, whether or not the corporation shall have either actual or constructive notice of the claimed interest of such other person. By way of example and not if limitation, until such other person has become the registered holder of such shares or is recognized pursuant to Colorado Revised Statutes § 7-107-204 or any similar applicable law, he shall not be entitled: (i) to receive notice of the meetings of the shareholders; (ii) to vote at such meetings; (iii) to examine a list of the shareholders; (iv) to be paid dividends or other distributions payable to shareholders; or (v) to own, enjoy and exercise any other rights deriving from such shares against the corporation. Nothing contained herein will be construed to deprive any beneficial shareholder, as defined in Colorado Revised Statutes § 7-113-101(1), of any right he may have pursuant to Article 113 of the Colorado Business Corporation Act or any subsequent law.

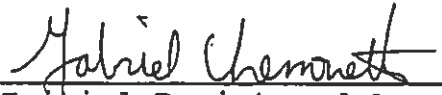
EIGHTH: The name and address of the incorporator is:
Gabriel Chenoweth, 1577 Beech St., Rifle, CO 81650.

DATED the 22nd day of November, 1996.



Incorporator

Gabriel Chenoweth hereby consents to the appointment as the initial registered agent for Dalmation Communications, Incorporated.



Initial Registered Agent

CONSENT OF INCORPORATOR

OF

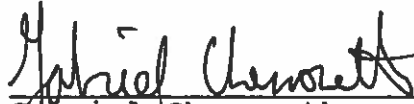
DALMATION COMMUNICATIONS, INCORPORATED

Pursuant to the Colorado Corporation Code the undersigned, being all of the Incorporators of DALMATION COMMUNICATIONS, INCORPORATED, a Colorado Corporation (the "Company"), hereby consent to and take the following action without a meeting:

(1) ARTICLES OF INCORPORATION. The Articles of Incorporation attached to this consent are adopted as the Articles of Incorporation of the Company, and said Company shall forthwith commence to function pursuant to its terms.

(2) MEETING OF BOARD OF DIRECTORS. The Board of Directors without further notice shall meet with my consent on the 25th day of November, 1996.

CONSENTED to as of the 25th day of November, 1996.



Gabriel Chenoweth

CONSENT OF THE SHAREHOLDERS

OF

DALMATION COMMUNICATIONS, INCORPORATED

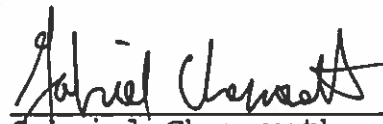
A Colorado Corporation

Pursuant to the Colorado Corporation Code, the undersigned, being all of the shareholders of DALMATION COMMUNICATIONS, INCORPORATED, a Colorado Corporation, do hereby take the following action without a meeting:

The undersigned hereby elects the following person to serve on the Board of Directors of DALMATION COMMUNICATIONS, INCORPORATED, until their successors are duly elected and qualified to serve:

GABRIEL CHENOWETH

CONSENTED to as of the 25th day of November, 1996.



Gabriel Chenoweth

MINUTES OF FIRST MEETING

OF

BOARD OF DIRECTORS

OF

DALMATION COMMUNICATIONS, INCORPORATED

Pursuant to the Colorado Corporation Code, the undersigned, being all of the first Board of Directors of DALMATION COMMUNICATIONS, INCORPORATED, a Colorado Corporation, (the "Company"), hereby consent to take the following action without a meeting, being the organizational meeting of the Board of Directors of DALMATION COMMUNICATIONS, INCORPORATED.

1. Bylaws. That the Bylaws attached to this Consent are adopted as the Bylaws of the Company.

2. Seal. That the Seal of the Company shall be in the form impressed on the margin of this page.

3. Stock Certificate. That the certificates representing common stock of the Company shall be substantially in the form attached to this Consent.

4. Banking Arrangements. That Mesa National Bank shall be a depository of the funds of the Company. Banking and borrowing resolutions in the customary form of the Banks are hereby passed.

5. 1244 Plan. That the following resolutions pertaining to the adoption of a 1244 Plan are hereby passed:

a. WHEREAS, the Company is a small business corporation as defined in Section 1244(c)(2) of the Internal Revenue Code of 1954 as of the date of this meeting; and

b. WHEREAS, the Company does not have any prior offerings of its stock outstanding as of the date of this meeting and has not received any money or other property for stock or as paid-in surplus.

NOW, THEREFORE, BE IT RESOLVED that the Company offer shares of its no par value common stock for money or other property for a period ending one year from the date of this Consent;

FURTHER RESOLVED that the total consideration to be received for all of the stock sold under this Plan shall not exceed \$500,000; and

FURTHER RESOLVED that the officers of the Company be and each of them is hereby authorized and directed on its behalf to execute and deliver such documents and to perform such acts as they may consider necessary or advisable to carry out the intent and purpose of the foregoing Plan to offer its common stock in compliance with the Section 1244 of the Internal Revenue Code of 1954.

6. Issuance of Stock. That the officers of the Company are hereby authorized and directed to issue and deliver to GABRIEL CHENOWETH a certificate representing 3500 shares of the Company's Common Stock upon transfer to the Corporation of either money or real or personal property representing \$10.00 per share.

7. Election of Officers. That the following persons are elected to the office set forth opposite their names to serve until their successors are elected and have qualified:

Gabriel Chenoweth	President
Wendy Chenoweth	Vice President
Gabriel Chenoweth	Secretary/Treasurer

8. Agents, etc.. That the officers of the Company are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of any state, territory, dependency or country to authorize the Company to transact business therein. Further, the officers are authorized to revoke any such appointment and to take such other action as they deem necessary or advisable to terminate the authority to do business in any state, territory, dependency or country.

CONSENTED to on November 25, 1996.


GABRIEL CHENOWETH