

No. 00520602

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION

WHEREAS, duplicate originals of Articles of Incorporation of
EAGLE BROADCASTING, INC.

have been received and filed in the office of the Secretary of
State, which Articles, in all respects, comply with the
requirements of General and Business Corporation Law;

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the
State of Missouri, by virtue of the authority vested in me
by law, do hereby certify and declare this entity a body
corporate, duly organized this date and that it is entitled to
all rights and privileges granted corporations organized under
the General and Business Corporation Law.

IN TESTIMONY WHEREOF, I have set my
hand and imprinted the GREAT SEAL of
the State of Missouri, on this, the
24th day of APRIL, 2003.

A handwritten signature in black ink that reads "Matt Blunt".

\$58.00

Secretary of State



FILED

ARTICLES OF INCORPORATION

APR 24 2003

MATT BLUNT
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

Matt Blunt
SECRETARY OF STATE

The undersigned natural person(s) of the age of twenty-one years or more for the purpose of forming a corporation under the General and Business Corporation Law of Missouri adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is: Eagle Broadcasting, Inc.

ARTICLE TWO

The address, including street and number, if any, of the corporation's initial registered office in this state is: 301 S. Craig Street, Clinton, Missouri 64735 and the name of its initial registered agent at such address is: Christopher S. Hite

ARTICLE THREE

The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue shall be: 30,000 common, \$1.00 par value.

The preferences, qualification, limitations, restrictions and the special relative rights, including convertible rights, if any, in respect of the shares of each class are as follows:

Holders of common shares in this corporation shall be entitled to preemptive rights on all issues of common stock whether now or hereafter authorized. Any common shares or obligations convertible into common shares which the Board of Directors may determine to offer from time to time, whether now or hereafter authorized, may be first offered to the then present holders of the common shares and such holders shall have the right to subscribe pro rata, share for share, for such new shares offered. This right will be deemed waived by any stockholder that does not exercise it and pay for the share preemptive within sixty days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares, inviting him to exercise his preemptive right.

Should any shareholder wish to transfer or dispose of his stock, in any fashion, it shall be first offered to the remaining stockholders of that class of stock, at a price not greater than a bona fide offer by a third party, and in no event at a price greater than the book value of said shares following the close of the last fiscal year, plus or minus the net earnings or losses less dividends payable or paid thereon, from the close of said fiscal year until the end of the month proceeding the making of the transferor's offer. Notice of said

offer shall be given all other stock holders, which shall consist of an offer to sell shares of the corporation held by the transferor including the name and address of the prospective purchaser, the number of shares offered for sale and the term of such sale or transfer. The remaining stockholders shall have thirty days from receipt of said offer to exercise said option to purchase their proportionate shares of said stock. In the event that any of the said stock is not purchased by the remaining shareholders, it shall then be offered to the corporation in a like manner for a similar period of time. In the event that any of said stock is not purchased by either the stockholder or corporation, the remaining stock may then be sold by the stockholder at the price of the bona fide offer of the third party.

The private property of any stockholder shall not be subject to payment of corporate debts to any extent whatsoever.

ARTICLE FOUR

The number and class of shares to be issued before the corporation shall commence business, the consideration to be paid therefore and the capital with which the corporation will commence business are as follows:

Number of Shares	Class	Consideration to be paid	Par Value (or for shares without par value, show amount of consideration paid which is capital)
600	Common	\$600.00	\$1.00

The corporation will not commence business until consideration of the value of at least Five Hundred Dollars has been received from the issuance of shares.

ARTICLE FIVE

The name and place of residence of each incorporator is as follows:

Name	Street	City
Dewayne Gandy	2100 SW Brookshire Dr	Blue Springs, MO 64015

ARTICLE SIX

The number of directors to constitute the board of directors is (three.)

ARTICLE SEVEN

The duration of the corporation is perpetual.

ARTICLE EIGHT

The corporation is formed for the following purposes:

To own and operate a radio station, marketing business and other such related business as is necessary for the operation of a radio broadcasting station licensed by the Federal Communication Commission.

To own, hold, build, construct and erect buildings and structures of all types, and to buy, sell, lease, own, manage, operate, maintain, repair, restore and rebuild the same;

To buy or otherwise acquire, to own, hold, to lease, to sell or otherwise dispose of, to mortgage or otherwise encumber, real property and personal property of all kinds, and to operate, manage and maintain the same.

To borrow money and for such purpose to execute notes, bonds, debentures or any other form of evidence of indebtedness, and to secure the payment of the same by mortgage, deed of trust or other form of encumbrance, pledge or other form of hypothecation;

To execute deeds, mortgages, deeds of trust, contracts and other types of written instruments;

To purchase, acquire, own, hold, sell, assign, transfer or otherwise dispose of, mortgage, pledge or otherwise encumber, shares of stock of this company or of any other corporation or corporations of this state, or any other state, county, nation or government, or any interest therein, and while owner thereof to exercise all rights, powers and privileges of ownership pertaining thereto;

To loan or otherwise invest its funds, from time to time, secured or unsecured, for such time and upon such terms and conditions as its Board of Directors may authorize;

To buy or otherwise acquire, sell or otherwise dispose of, pledge or otherwise hypothecate, stocks, bonds, notes, debentures, accounts receivable and all other types of securities, evidences of indebtedness or chooses in action;

To sell or otherwise dispose of stock, bonds, debentures or other securities issued by the company, or any other corporation, and to pay compensation for services rendered in connection therewith;

To acquire, own, hold, buy, sell, transfer and otherwise dispose of patents and patent rights, trademarks and trade names, copyrights, licenses, franchises,

permits and other evidences of right;

To engage in the real estate business, and in connection therewith to buy or otherwise acquire, sell or otherwise dispose of, real estate, buildings, houses, residences, office buildings and all other structures of every type whatsoever;

To acquire, deal in, purchase, own, hold, lease, mortgage or otherwise encumber, develop, exploit and dispose of mineral rights or royalty interests of every kind;

To have and to exercise all powers necessary or incident to carrying out its corporate purposes; to exercise all other powers permitted by law, and to possess and enjoy all rights and powers which now or at any time hereafter may be granted to or exercised by a corporation of this character.

ARTICLE NINE

The Board of Directors may repeal or amend the By-laws of this corporation, and may adopt new or additional By-laws.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 18th day of April, 2003.

STATE OF MISSOURI

)
)SS.
)

COUNTY OF HENRY

FILED

APR 24 2003

Matt Blunt
SECRETARY OF STATE

I, being a notary public, do hereby certify that on the 18th day of April, 2003, personally appeared before me, Dewayne Gandy, known to me, who being by me first duly sworn, declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

Tracy D. Hilty
Notary Public

My Commission Expires:

TRACY D. HILTY
Notary Public - Notary Seal
State of Missouri
Commissioned in St. Clair County
My Commission Expires February 6, 2006