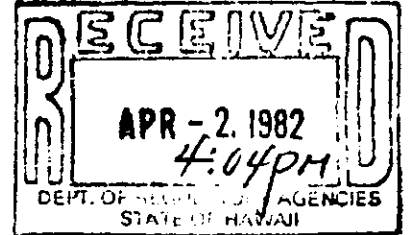


DEPARTMENT OF REGULATORY AGENCIES

STATE OF HAWAII

In the Matter of the Incorporation)
of)
THE ALLEN BROADCASTING CORP.)



ARTICLES OF INCORPORATION

HAMILTON, GIBSON, NICKELSEN,
RUSH & MOORE

KEN HARIMOTO, ESQ.
20th Floor, Hawaii Building
745 Fort Street
Honolulu, Hawaii 96813

Attorney for
The Allen Broadcasting Corp.

ARTICLES OF INCORPORATION
OF
THE ALLEN BROADCASTING CORP.

KNOW ALL MEN BY THESE PRESENTS:

That I, LEROY ROBERT ALLEN, do hereby adopt the following Articles of Incorporation, that is to say:

1. The name of the corporation, hereinafter called the "Corporation", shall be THE ALLEN BROADCASTING CORP.

2. The location and principal office address and mailing address of the Corporation is and shall be in Honolulu, State of Hawaii and upon incorporation shall be Suite 204A, 1750 Kalakaua Avenue, Honolulu, Hawaii 96826, with branch offices at such other places within said state and elsewhere in the United States of America, including territories and possessions thereof and in foreign countries as the business of the Corporation may from time to time require and as the Board of Directors of the Corporation in its discretion may designate.

3. The purposes of the Corporation or the objects for which it is organized are:

5. The duration of the Corporation shall be perpetual.

6. The authorized capital stock of the Corporation shall consist of one hundred (100) shares of common stock, par value TEN DOLLARS (\$10.00) per share, with the privilege of subsequent extension thereof up to a total of one hundred thousand (100,000) shares of common stock, par value TEN DOLLARS (\$10.00) per share.

7. The Corporation shall have the power from time to time, upon authorization by a vote of not less than two-thirds (2/3) of all issued and outstanding shares of each class of stock of the Corporation, to create an additional class or additional classes of stock with such preferences, voting powers, restrictions and qualifications thereof as shall be fixed in the resolution authorizing the issuance thereof in accordance with law. Subject to the pre-emptive rights of the holders of common stock as set forth in Article 8, the Board of Directors is authorized to determine the terms and conditions upon which and the persons to whom authorized and unissued shares may be issued and sold.

8. In case of any increase of the outstanding capital stock of the Corporation by the issuance or reissuance of any shares of any class, or by the issuance

of any obligations or securities convertible into shares of capital stock (unless the same shall be issued or sold or granted in connection with the acquisition of the property or of substantially the entire assets of a going business or in connection with a merger or consolidation) such stock, obligations, or securities shall, unless otherwise provided by the vote of the holders of not less than three-fourths (3/4) of the common stock issued and outstanding, before being sold or offered to others, be offered to the holders of the common stock of the Corporation as of the date of issuance as shown by the stock books of the Corporation upon such terms (which terms shall not be less favorable than the terms upon which said shares are thereafter sold to others) as shall be determined by the Board of Directors in proportion to the shares of common stock respectively held by such stockholders at such date.

9. There shall always be a Board of Directors consisting of no fewer than one (1) member if the Corporation has only one (1) stockholder, two (2) members if the Corporation has only two (2) stockholders or three (3) members if the Corporation has three (3) or more stockholders and no more than fifteen (15) members in any event. There shall also be a President, one or more

Vice Presidents, a Secretary and a Treasurer and such other officers as may be authorized by the By-Laws of the Corporation. The Directors shall be elected and may be removed by the shareholders of the Corporation. The President, Vice-Presidents, Secretary and Treasurer, as well as any other officers that may be provided for by the By-Laws, shall be appointed by the Directors, either wholly or partly from members of the Board of Directors, or wholly or partly from persons not Directors. Any person, whether a Director or not, may hold any two (2) or more of said offices, provided that the Corporation shall have not less than two (2) persons as officers. The President, the Vice-Presidents, Secretary and Treasurer, as well as any other officers that may be provided by the By-Laws, may be removed from time to time by the Directors with or without cause. No Director or officer need be a shareholder of the Corporation.

10. The following persons shall comprise the initial Board of Directors of the Corporation and shall hold office subject to the provisions of Article 9 hereof and the By-Laws of the Corporation until the first annual meeting of the Corporation to be held as provided for in the By-Laws of the Corporation and thereafter until

their successors shall have been elected and shall have qualified:

<u>Name</u>	<u>Residence Address</u>
Leroy Robert Allen	Penthouse 1750 Kalakaua Avenue Honolulu, Hawaii 96826
Vernon K. O. Dang	1454 Ala Leie Place Honolulu, Hawaii 96818


11. The following persons whose residence addresses are as set forth above shall hold the office or offices set opposite their respective names (subject to the provisions of Article 9 hereof and the By-Laws of the Corporation) henceforth and until the first annual meeting of the Corporation and thereafter until their successors shall have been appointed and shall have qualified:

<u>Name</u>	<u>Office Held</u>
Leroy Robert Allen	President/Treasurer
Vernon K. O. Dang	Vice President/Secretary

12. The name of the initial subscriber for shares of the common capital stock subscribed for by the initial subscriber, the number of shares subscribed for, the subscription price, form of consideration and the amount of capital and paid-in surplus are all as set forth below:

<u>Name</u>	<u>No. of Shares Subscribed for</u>	<u>Price of Shares</u>	<u>Amount Paid In In Cash</u>	<u>Amount of Capital</u>	<u>Amount of Paid-In Surplus</u>
Leroy Robert Allen	100	\$1,000	\$1,000	\$1,000	-0-

IN WITNESS WHEREOF, the party hereinabove named
has hereunto set his hand this 1st day of Apr.,
1982.

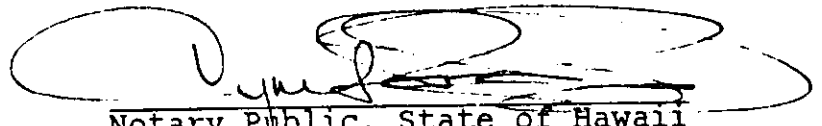


LERoy ROBERT ALLEN

STATE OF HAWAII)
CITY AND COUNTY OF HONOLULU) SS.

On this 1st day of Apr., 1982,

before me personally appeared LEROY ROBERT ALLEN, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.



Notary Public, State of Hawaii

My commission expires 10.30.83