

1329-0541

RECOF
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06-06-2001



101740444

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 6101
 Kansas State Network, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-Kansas
 Other _____

Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies):
 Name: SJL of Kansas Corp.
 Internal Address: 833 N. Main St.
 Wichita, Kansas 67203
 Street Address: Same as above

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Kansas
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark registration No.(s)
 1,278,336

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Andrea Wilson Gregory
 Internal Address: Bose McKinney & Evans LLP
 Street Address: 2700 First Indiana Plaza
 135 North Pennsylvania Street
 Indianapolis, Indiana 46204

6. Total number of applications and registrations involved:
1

7. Total fee (37 CFR 3.41):.....\$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 02-3223. Commissioner authorized to charge any defect in fees, or credit overpayment to said deposit account.
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. State and signature.
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Andrea Wilson Gregory
 Name of Person Signing

Andrea H. Gregory
 Signature

May 29, 2001
 Date

Total number of pages including cover sheet, attachments and document: 13

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
BILL GRAVES

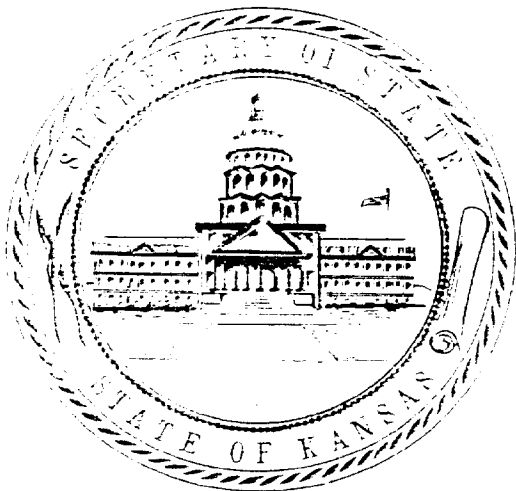


To all to whom these presents shall come, Greetings:

I, Bill Graves, Secretary of State of the State of Kansas, do hereby certify that the attached is a true and correct copy of an original on file and of record in this office.

In testimony whereof:

I hereto set my hand and cause to be affixed my official seal. Done at the City of Topeka on the date below: MAR 09 1989



A handwritten signature in cursive script that reads "Bill Graves".

BILL GRAVES
SECRETARY OF STATE

BY

A handwritten signature in cursive script that reads "Willa M. Roe".

ASSISTANT SECRETARY OF STATE

'89 MAR 7 PM 2:54

SECRETARY OF STATE
KANSAS

RESTATED ARTICLES OF INCORPORATION

OF

KANSAS STATE NETWORK, INC.

(Originally incorporated under the name of
Wichita Television Corporation, Incorporated)

Pursuant to a Resolution adopted by its Board of Directors and its stockholders in accordance with the provisions of Section 17-6605 of the Kansas Statutes Annotated, as amended, the undersigned Corporation adopts the following Restated Articles of Incorporation, which restate and further amend the original Articles of Incorporation, which were filed with the Secretary of State on the 11th day of August, 1950, and all amendments to and restatements of them:

ARTICLE 1. The name of the corporation is:

SJL OF KANSAS CORP.

ARTICLE 2. The address of its registered office in the State of Kansas is 534 South Kansas Avenue, Ste. 1000, Topeka, Kansas 66603, County of Shawnee. The name of its registered agent at such address is The Corporation Company, Inc.

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

To engage in any lawful act or activity for which a corporation may be organized under the General Corporation Code of Kansas.

ARTICLE 4. (a) Classes. The Corporation shall have authority to issue a total of two hundred ten thousand (210,000) shares of capital stock, of which one hundred thousand (100,000) shares shall be designated as Class A Common Stock, with a par value of \$.10 per share (the "Class A Stock"), one hundred thousand (100,000) shares shall be designated as Class B Common Stock, with a par value of \$.10 per share (the "Class B Stock") (the Class A Stock and Class B Stock being referred to collectively as "Common Stock"), and ten thousand (10,000) shares shall be designated as 12.5% Non-Cumulative Preferred Stock, with a par value of \$.10 per share (the "Preferred Stock").

(b) Voting. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of Class A Stock, and the holders of Class B Stock and Preferred Stock shall not be entitled to vote at any

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meeting of stockholders. At any time when the holders of Class B Stock have the right to convert shares of Class B Stock to shares of Class A Stock pursuant to Paragraph (c) of this Article 4, the holders of Class B Stock shall be entitled to (i) the same notice of each meeting of stockholders as is required to be given to holders of Class A Stock, (ii) at least seven (7) days' prior written notice of any action to be taken by written consent of the holders of Class A Stock, and (iii) if a record date is fixed for the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders, at least thirty (30) days prior written notice of such record date and of the matters to be presented for a vote at such meeting.

(c) Conversion. Any share or shares of Class B Stock may be converted, at the option of the holder thereof, into Class A Stock at the rate of one share of Class A Stock for each share of Class B Stock, subject to obtaining any required approval of the Federal Communications Commission, at any time on or after September 30, 1993 or, if sooner, upon the occurrence of any of the following events:

(i) Net Operating Income (as defined below) for any fiscal year of the Corporation set forth below is less than the amount set forth opposite such fiscal year:

<u>Fiscal Year Ending</u> <u>December 31,</u>	<u>Net Operating Income</u>
1989	\$3,945,000
1990	\$4,870,000
1991	\$5,360,000
1992 and thereafter	\$6,214,000

provided, however, that in respect of each such fiscal year such conversion right, if not previously exercised, shall lapse one hundred eighty (180) days following receipt by holders of Class B Stock of the audited financial statements of the Corporation for such fiscal year. For purpose hereof the term "Net Operating Income" shall mean consolidated net after-tax income of the Corporation (but not any of its subsidiaries) for the applicable fiscal year, excluding all extraordinary items of gain or loss for such fiscal year, plus, to the extent deducted in computing such net after-tax income, (A) the aggregate amount of interest paid or payable during such fiscal year by the Corporation and its subsidiaries in respect of indebtedness for borrowed money (including, without limitation, the deferred purchase price of

property) and capital leases, (B) the amount of any Basic Rent or Post-Termination Payments under the lease with respect to certain equipment between the Corporation and Nomain Building Co., Inc. (the "Nomain Equipment Lease"), (C) depreciation and amortization of assets of the Corporation and its subsidiaries for such fiscal year, (D) the amount of any compensation paid to George D. Lilly or any affiliate and the amount of any contractual bonuses payable to management personnel upon a sale of the Corporation, (E) amortized or expensed closing costs in respect of SJL of Kansas Corp.'s purchase of the stock of the Corporation, (F) amortization of programming costs (to the extent not included under (C) above) (less actual cash payments for programming), and (G) income taxes payable by the Corporation and its subsidiaries in respect of such fiscal year (including taxes otherwise designated but which are in the nature of income taxes), computed in accordance with generally accepted accounting principles consistently applied. Except as specifically set forth herein, the determination of Net Operating Income shall be based upon the Corporation's audited financial statements for the applicable fiscal year.

(ii) If and for so long as Topeka Television Corporation ("TTC") is a direct or indirect subsidiary of the Corporation, Net Operating Income (as defined below) for any fiscal year of TTC set forth below is less than the amount set forth opposite such fiscal year:

<u>Fiscal Year Ending</u> <u>December 31,</u>	<u>Net Operating Income</u>
1989	\$1,260,000
1990	\$1,390,000
1991	\$1,460,000
1992 and thereafter	\$1,653,000

provided, however, that in respect of each such fiscal year such conversion right, if not previously exercised, shall lapse one hundred eighty (180) days following receipt by holders of Class B Stock of the audited financial statements of the Corporation for such fiscal year. For purpose hereof the term "Net Operating Income" shall mean consolidated net after-tax income of TTC and its subsidiaries for the applicable fiscal year, excluding all extraordinary items of gain or loss for such fiscal year, plus, to the extent deducted in computing such net after-tax

income, (A) the aggregate amount of interest in respect of indebtedness for borrowed money (including, without limitation, the deferred purchase price of property) and capital leases, (B) any Basic Rent or Post-Termination Payments under the Nomain Equipment Lease, (C) depreciation and amortization of assets of TTC and its subsidiaries for such fiscal year, (D) the amount of any compensation paid to George D. Lilly or any affiliate and the amount of any contractual bonuses payable to management personnel upon a sale of TTC, (E) amortized or expensed closing costs in respect of SJL of Kansas Corp.'s purchase of the stock of the Corporation, (F) amortization of programming costs (to the extent not included under (C) above) (less actual cash payments for programming), and (G) income taxes payable by TTC, its subsidiaries or the consolidated group of which it is a member on account of the operations of TTC and its subsidiaries for such fiscal year (including taxes otherwise designated but which are in the nature of income taxes), computed in accordance with generally accepted accounting principles consistently applied. Except as specifically set forth herein, the determination of TTC's Net Operating Income shall be based upon TTC's audited financial statements for the applicable fiscal year.

(iii) The occurrence of any event of default under any agreement or instrument evidencing or securing or relating to any indebtedness of the Corporation or its subsidiaries to any bank, insurance company, trust company, small business investment company or other institutional lender, including without limitation the Securities Purchase Agreement dated September 30, 1988 by and among the Corporation, SJL of Kansas Corp., Media/Communications Partners Limited Partnership, Chestnut Street Partners, Inc., Milk Street Partners, Inc. and TA Investors.

(iv) If George D. Lilly shall die or be determined to be Permanently Disabled (as defined in the Shareholders Agreement among SJL of Kansas Corp., George D. Lilly and the Investors named therein).

(v) The sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation or the sale or transfer of a majority of the aggregate number of outstanding shares of Class A Stock and Class B Stock.

Any conversion of Class B Stock into Class A Stock shall be made by written notice of conversion from the holder of Class B Stock being converted, which notice shall set forth the number of shares being converted and shall be effective upon the later of (A) the Corporation's receipt of such notice or (B) receipt of all required approvals of the Federal Communications Commission. At such time as the certificate or certificates representing the Class B Stock which has been converted are surrendered to the Corporation, a certificate or certificates representing shares of Class A Stock equal to the number of shares of Class B Stock which have been converted to Class A Stock shall be issued and delivered. In case of conversion of only a part of the shares of Class B Stock represented by a certificate surrendered to the Corporation, the Corporation shall forthwith issue and deliver a new certificate for the number of shares of Class B Stock that have not been converted. Until such time as the certificate or certificates representing Class B Stock that has been converted are surrendered to the Corporation and a certificate or certificates representing the Class A Stock into which such Class B Stock has been converted have been issued and delivered, the certificate or certificates representing the shares of Class B Stock which have been converted shall represent the shares of Class A Stock into which such shares of Class B Stock have been converted. A number of shares of Class A Stock equal to the number of shares of Class B Stock from time-to-time outstanding are reserved for issuance upon conversion of the Class B Stock as herein provided.

(d) Dividends.

(i) The holders of the Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, out of funds of the Corporation legally available for that purpose, non-cumulative dividends at the rate of \$12.50 per share payable in cash. No dividends (other than those payable solely in Common Stock) shall be paid with respect to the Common Stock during any fiscal year of the Company until dividends in the total amount of \$12.50 per share on the Preferred Stock shall have been paid or declared and set apart during that fiscal year. Dividends on the Preferred Stock shall not be cumulative and no rights shall accrue to the holders of Preferred Stock in the event that the Corporation shall fail to declare or pay dividends on the Preferred Stock in the amount of \$12.50 per share or in any amount in any previous fiscal year of the Corporation whether or not the earnings of the

Corporation in that previous fiscal year were sufficient to pay such dividends in whole or in part. After dividends in the amount of \$12.50 per share on the Preferred Stock have been paid or declared and set apart in any one fiscal year of the Corporation, if the Board of Directors shall elect to declare additional dividends out of funds legally available therefor in that fiscal year, such additional dividends shall be declared solely on the Common Stock.

(ii) A cash dividend or dividend of property may be declared and paid on shares of Class A Stock only if a cash dividend or dividend of property that is at least as large per share is declared and paid on each share of Class B Stock simultaneously with the date of payment of such dividend.

(iii) Dividends of shares of Class A Stock may be paid to holders of Class A Stock if a dividend of shares of Class B Stock at the same rate per share is paid simultaneously to holders of Class B Stock.

(iv) Shares of Class A Stock or Class B Stock may not be split up, subdivided, combined or reclassified, unless at the same time the shares of the other class are proportionately so split up, subdivided, combined or reclassified in a manner that maintains the same proportionate equity ownership (i.e., the same proportion of shares of Common Stock held by each class) between the holders of Class A Stock and Class B Stock as comprised on the record date for any such transaction.

(e) Except as specifically provided in Paragraphs (b) through (d) of this Article 4, there shall be no distinction between Class A Stock and Class B Stock, and the powers, preferences, rights, qualifications, limitations and restrictions respecting each such class of Common Stock shall be identical. Without limitation of the foregoing, when, as and if dividends are declared in respect of Common Stock, whether payable in cash, in property or in securities of the Corporation, such dividends shall be paid within 60 days after being declared.

(f) Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution, or winding up of the business of the Corporation, whether voluntary or involuntary:

(i) the holders of Preferred Stock shall be entitled to receive from the assets of the Corporation legally available therefor a preferential amount at the rate of \$100.00 for each share of Preferred Stock (the "Liquidation Value"), and the Liquidation Value shall be paid to the holders of Preferred Stock before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to, the holders of Common Stock of any class in connection with such liquidation, dissolution or winding up;

(ii) if upon such liquidation, dissolution or winding up of the affairs of the Corporation, the assets of the Corporation distributable as aforesaid among the holders of the Preferred Stock shall be insufficient to permit the payment in full to such holders of the preference amounts to which they are entitled, then the entire assets of the Corporation shall be distributed to the holders of shares of Preferred Stock ratably in proportion to the full amounts to which they would otherwise be entitled; and

(iii) after the payment to the holders of Preferred Stock of the Liquidation Value, the holders of Common Stock shall be entitled to receive, equally on a share for share basis without distinction as to class, all remaining assets of the Corporation.

A liquidation, dissolution, or winding up of the business of the Corporation, as such terms are used in this Article 4, shall not be deemed to include any consolidation or merger of the Corporation with or into any other corporation or corporations, nor a sale of all or substantially all of the assets of the Corporation.

(g) Redemption. The holders of the Preferred Stock may, at their option, at any time on or after the earlier to occur of (i) December 31, 1996, (ii) the payment in full of the 12.5% Junior Subordinated Notes Due 1996 of the Corporation, in the original aggregate principal amount of \$4,000,000, or (iii) the time that such Notes become due and payable (whether at the stated maturity or by reason of the acceleration of the maturity thereof), require the Corporation to redeem the Preferred Stock held by them. The redemption price for each share of Preferred Stock so redeemed shall be the Liquidation Value thereof, plus dividends, if any, declared but not paid thereon to the date fixed for redemption of each share of Preferred Stock to be redeemed. Any holder who desires to require the Corporation to redeem such holder's Preferred Stock shall,

as a condition thereto, notify the Corporation thereof not later than 30 days before the date on which such redemption is desired to be consummated. On or within 15 days after the date fixed for redemption in such notice, the holder of Preferred Stock who has so notified the Corporation shall surrender such holder's certificates for such shares to the Corporation, against receipt of the full redemption price therefor, and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are to be redeemed, a new certificate shall forthwith be issued and delivered representing the unredeemed shares. All certificates surrendered for redemption shall be duly endorsed, or shall be accompanied by separate stock transfer powers duly endorsed, for transfer to the Corporation.

(i) Any dividend or distribution in respect of the Preferred Stock shall be subject to compliance by the Corporation with applicable restrictions on such payment set forth in any agreement or instrument evidencing or securing or relating to any indebtedness of the Corporation to any bank, insurance company, trust company, small business investment company or other institutional lender.

ARTICLE 5. In furtherance and not in limitation of the powers conferred by statutes, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

ARTICLE 6. Meetings of stockholders may be held within or without the State of Kansas, 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 Kansas at such place or places as may be designated from time to time by the Board of Directors in the by-laws of the Corporation. Elections of Directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

ARTICLE 7. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE 8. The Corporation shall have perpetual existence.

ARTICLE 9. The governing body of the Corporation shall be a Board of Directors of at least one member, each of whom shall be of legal age and at least one of whom shall be a citizen of the United States of America. Such Board of Directors shall

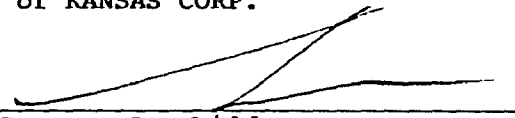
have full power, direction, management and control over the affairs of the Corporation, subject, however, to the limitations provided in these Restated Articles of Incorporation.

ARTICLE 10. These ten Restated Articles of Incorporation constitute all of the Articles of Incorporation of the Corporation. The original charter of the Corporation as filed in the office of the Kansas Secretary of State on August 11, 1950, and all amendments thereto and restatements thereof heretofore made and affected, are hereby repealed and superceded by these present ten Restated Articles of Incorporation. These Restated Articles of Incorporation were duly proposed by the Board of Directors and duly adopted by the stockholders in accordance with K.S.A. 17-6602 and K.S.A. 17-6605.

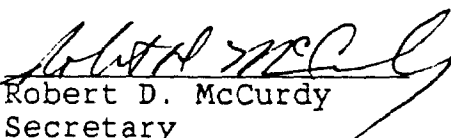
IT IS HEREBY CERTIFIED that the foregoing Restated Articles of Incorporation, which restate and also further amend the Corporation's Articles of Incorporation as originally filed and as heretofore amended and restated, have been duly adopted by the stockholders in accordance with the provisions of K.S.A. 17-6602 and K.S.A. 17-6605.

IN WITNESS WHEREOF, said SJL of KANSAS CORP. has caused this certificate to be signed by George D. Lilly, its President, and attested by Robert D. McCurdy, its Secretary, this 28 day of February, 1989.

SJL of KANSAS CORP.

By: 
George D. Lilly
President

ATTEST:

By: 
Robert D. McCurdy
Secretary

STATE OF MONTANA)
) ss
COUNTY OF YELLOWSTONE)

Be it remembered, that before me Carole Henerly
a Notary Public in and for the County and State aforesaid, came
Robert D. McCurdy, Secretary of S JL of KANSAS CORP. a
corporation, personally known to me to be the person who
executed the foregoing instrument as Secretary, and duly
acknowledged the execution of the same this 17th day of
February, 1989.

Carole Henerly
Notary Public

My commission expires Nov 15, 1991.

STATE OF CALIFORNIA)
COUNTY OF) ss
)

On this 17 day of February, 1989, before me, _____
Carole Henery, the undersigned Notary Public,
personally appeared George D. Lilly, *personally known to me*
~~*proved to me on the basis of satisfactory evidence*~~ to be the
person whose name is subscribed to the within instrument, and
acknowledged that he executed it.

WITNESS my hand and official seal.

Carole Henery
Notary Public

(Seal)

DP-1214/w
2/13/89