

694267

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREETS

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

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-01/17/97--01061--004
****175.00 *****87.50

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. Dominion Video Satellite Inc
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #) *87.50*
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amendment
1/13/97
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Examiner's Initials

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
DOMINION VIDEO SATELLITE, INC.**

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Dominion Video Satellite, Inc. (The "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is Dominion Video Satellite, Inc.

SECOND: The Articles of Incorporation shall be amended as follows: Deleting Article IV, entitled "Capital Stock" in its entirety and replacing it with the following:

"ARTICLE IV - CAPITAL STOCK

**SECTION 1
NUMBER OF SHARES**

The maximum number of shares of all classes of stock which this Corporation is authorized to issue or to have outstanding at any time shall be as follows:

(a) Class "A" Common

Not more than 40,000,000 shares of Class "A" Common Stock, \$.01 par value per share.

(b) Class "B" Common

Not more than 40,000,000 share of Class "B" Common Stock, \$.01 par value per share.

(c) Preferred

Not more than 2,055,000 shares of Preferred Stock, \$.01 par value per share.

**SECTION 2
COMMON STOCK**

The holders of Class A Common Stock and Class B Common Stock shall be entitled to all of the rights and privileges pertaining to common stock without any limitations, prohibitions, restrictions or qualifications except as follows:

- (a) The holder(s) of Class B Common Stock shall have a preemptive right whereas the holders of Class A Common Stock will not have a preemptive right. In the event the number of shares of Class A Common Stock authorized, issued and outstanding exceeds 5,000,000 shares, the number of authorized shares of Class B Common Stock shall be increased commensurately so that the shareholder(s) of the Class B Common Stock shall have the option to exercise a preemptive right to acquire that number of shares of Class B Common Stock needed to maintain a minimum 55% equitable, beneficial interest in the Corporation, in relation to all classes of voting shares authorized, issued and outstanding.
- (b) Each outstanding share of Class A Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.
- (c) Each outstanding share of Class B Common Stock shall be entitled to ten votes on each matter submitted to a vote at a meeting of shareholders.
- (d) At each election for directors, every shareholder entitled to vote at such election, shall have the right to vote, in person or by proxy, the number of shares owned by such shareholder, for as many persons as there are directors to be elected at that time and for whose election such shareholder has a right to vote.
- (e) In case of a vacancy in the office of a director occurring prior to an annual meeting, or in the absence of a call for a special meeting of the stockholders to fill a director vacancy, such vacancy may be filled by the remaining directors as provided in the bylaws. Any directors elected by the board of directors to fill a vacancy shall serve until the next special or annual meeting of the stockholders called for the purpose of electing directors, and until such director's successor has been chosen and has qualified.

**SECTION 3
SALE OF COMMON STOCK**

- (a) Except as provided in Section 4 of Article IV, in the event a shareholder of Class B Common Stock desires to sell shares, in whole or in part, for cash or any other consideration, said shares must first be offered for sale to the Corporation.

The Class B Common Stock shareholder shall indicate the intention to sell such shares by filing notice in writing with the Secretary of the Corporation, stating the terms of the proposed sale.

If within thirty (30) days following the Corporation's receipt of the Class B Common shareholder's notice of intent to sell, there has been no election by the Corporation to purchase said shares under substantially similar terms, the Class B Common Stock shareholder shall be free to sell such shares to the intended party set forth in the notice.

- (b) No preemptive right may be granted or transferred by the original Class B Common Stock shareholder in conjunction with the sale of the Class B Common Stock.

**SECTION 4
ASSIGNMENT OF CLASS B COMMON STOCK**


The holders of Class B Common Stock shall be entitled to assign, sell, or transfer all or a portion of Class B Common Stock holdings to any non-profit organization and such assignment, sale, or transfer shall not constitute a sale for purposes of Article IV, Section 3 of these Articles of Incorporation.

**SECTION 5
PREFERRED STOCK**

The designations, limitations, restrictions, preferences and relative rights, of the Preferred Stock shall be determined by the board of directors, pursuant to F.S. § 607.0602 before the issuance of any such shares."

THIRD: The foregoing amendment was adopted by a majority of the shareholders and all of the directors of the Corporation, constituting a sufficient number of votes for the amendment to be approved in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on December 31, 1996.

IN WITNESS WHEREOF, the undersigned SECRETARY of the Corporation has executed this instrument this 31 day of December, 1996


Name: Randy E. Swanson
Title: SECRETARY

TPA2-393583