



F01000005576

ACCOUNT NO. : 072100000032

REFERENCE : 078163 4319220

AUTHORIZATION :

Patricia Fyfe

COST LIMIT :

\$ 78.75 1228.70

300004648243--3

ORDER DATE : October 18, 2001

ORDER TIME : 1:12 PM

ORDER NO. : 078163-010

CUSTOMER NO: 4319220

10/22

CUSTOMER: Maureen Fitzgerald, Paralegal
Viacom Inc.
1515 Broadway
51st Floor
New York, NY 10036

FOREIGN FILINGS

NAME: GROUP W TELEVISION STATIONS,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
01 OCT 22 PM 1:42

FILED
01 OCT 22 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 22, 2001

NORMA HULL
CSC
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: GROUP W TELEVISION STATIONS, INC.
Ref. Number: W01000024402

We have received your document for GROUP W TELEVISION STATIONS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being retained for the following:

The application indicates that this corporation began transacting business in Florida on December 29, 2000. If this is so, then penalty fees are owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,150.00.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 901A00058123

RECEIVED
01 OCT 25 PM 3: 21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 078163 4319220

AUTHORIZATION : Patricia Lopez

COST LIMIT : \$ ~~10000~~ 1228.75

300004648243--3

ORDER DATE : October 18, 2001

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CUSTOMER NO: 4319220

CUSTOMER: Maureen Fitzgerald, Paralegal
Viacom Inc.
1515 Broadway
51st Floor
New York, NY 10036

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 OCT 22 PM 1:42

RECEIVED

FOREIGN FILINGS

NAME: GROUP W TELEVISION STATIONS,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Group W Television Stations, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 25-1783727
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09/05/1995 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 12/29/00
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1515 Broadway, New York, NY 10036
(Principal office address)

general partner Group W Television Stations
(Current mailing address)

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

FILED
01 OCT 22 PM 4: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

BRIAN COURTNEY, ASST. VP.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Laura Franco, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Officers of Group W Television Stations, Inc.

| | | |
|---------------------|--|-------------------------------------|
| Mel A. Karmazin | President | 1515 Broadway New York, NY 10036 |
| Richard J. Bressler | Senior Executive Vice President, Chief Financial Officer | 1515 Broadway New York, NY 10036 |
| William A. Roskin | Senior Vice President, Human Resources and Administration | 1515 Broadway New York, NY 10036 |
| Michael D. Fricklas | Executive Vice President, Secretary | 1515 Broadway New York, NY 10036 |
| Michelena Hallie | Vice President and Assistant Secretary | 1515 Broadway New York, NY 10036 |
| Mark C. Morril | Vice President and Assistant Secretary | 1515 Broadway New York, NY 10036 |
| Jack Carpenter | Vice President | 1515 Broadway New York, NY 10036 |
| Martin P. Messinger | Vice President | 1515 Broadway New York, NY 10036 |
| Laura Franco | Assistant Secretary | 1515 Broadway New York, NY 10036 |

Directors of Group W Television Stations, Inc.

| | | |
|---------------------|----------|-------------------------------------|
| Richard J. Bressler | Director | 1515 Broadway New York, NY 10036 |
| Michael D. Fricklas | Director | 1515 Broadway New York, NY 10036 |
| Louis J. Briskman | Director | 1515 Broadway New York, NY 10036 |

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GROUP W TELEVISION STATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF OCTOBER, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2539623 8300

AUTHENTICATION: 1398202

010521236

DATE: 10-18-01