

F040000000441

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

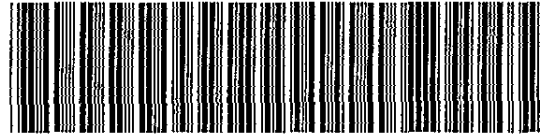
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Handwritten signature

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

04 JAN 26 AM 11:29

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN 26 PM 4:04

FILED

CT CORPORATION SYSTEM

FILED
04 JAN 26 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32304
Tel. 850 222 1092
Fax 850 222 7615

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 6011954 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

GRAY TELEVISION GROUP, INC (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
JAN 20 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, 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. Gray Television Group, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 13-2982954
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/18/79 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(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. 126 N. Washington Street, Albany, Georgia 31701
(Principal office address)

126 N. Washington Street, Albany, Georgia 31701
(Current mailing address)

8. Television Broadcasting
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

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.

C T Corporation System

By: [Signature]
(Registered agent's signature) **Allan Farnell, Vice President**

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 ***

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: *** See Attached ***

Address: _____

Vice President: _____

Address: _____

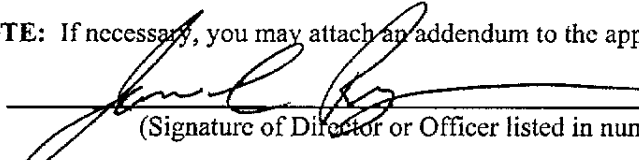
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. James C. Ryan, Senior Vice President, Assistant Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

Gray Television Group, Inc.

Officers and Directors

<i>Officers</i>		
Name	Title	Address
J. Mack Robinson	Chairman of the Board	126 N. Washington Street Albany, Georgia 31701
Robert S. Prather, Jr.	President	126 N. Washington Street Albany, Georgia 31701
Wayne Martin	Senior Vice President	126 N. Washington Street Albany, Georgia 31701
Frank Jonas	Senior Vice President	126 N. Washington Street Albany, Georgia 31701
Richard Adams	Senior Vice President	126 N. Washington Street Albany, Georgia 31701
Robert Smith	Senior Vice President	126 N. Washington Street Albany, Georgia 31701
James C. Ryan	Senior Vice President, Assistant Secretary and Treasurer	126 N. Washington Street Albany, Georgia 31701
Robert A. Beizer	Senior Vice President and Secretary	126 N. Washington Street Albany, Georgia 31701
Martha Gilbert	Vice President - Human Resources	126 N. Washington Street Albany, Georgia 31701
Jackson S. Cowart, IV	Chief Accounting Officer and Assistant Secretary	126 N. Washington Street Albany, Georgia 31701
Vance Luke	Controller and Assistant Secretary	126 N. Washington Street Albany, Georgia 31701
Charles Hogetvedt	Vice President	126 N. Washington Street Albany, Georgia 31701
Rick McCue	Vice President	126 N. Washington Street Albany, Georgia 31701
Tracey Jones	Vice President	126 N. Washington Street Albany, Georgia 31701
Mike De Lier	Vice President	126 N. Washington Street Albany, Georgia 31701
Greg Graber	Vice President	126 N. Washington Street Albany, Georgia 31701
Mike King	Vice President	126 N. Washington Street Albany, Georgia 31701
Robert Smith	Vice President	126 N. Washington Street Albany, Georgia 31701

<i>Officers</i>		
Name	Title	Address
Alan Lancaster	Vice President	126 N. Washington Street Albany, Georgia 31701
Roger Sheppard	Vice President	126 N. Washington Street Albany, Georgia 31701
Ray J. Chumley	Vice President	126 N. Washington Street Albany, Georgia 31701
Patrick Dalbey	Vice President	126 N. Washington Street Albany, Georgia 31701
Terry Cole	Vice President	126 N. Washington Street Albany, Georgia 31701
<i>Directors</i>		
Robert S. Prather, Jr.	Director	126 N. Washington Street Albany, Georgia 31701
J. Mack Robinson	Director	126 N. Washington Street Albany, Georgia 31701

Delaware

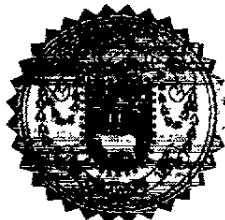
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRAY TELEVISION GROUP, 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 SIXTEENTH DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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040034689

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2875890

DATE: 01-16-04