

F94000001188

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

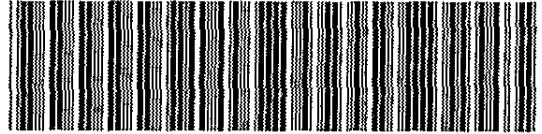
(Business Entity Name)

(Document Number)

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Paxson Communications Corporation  
(Name of Corporation)

**DOCUMENT NUMBER:** F940000001188

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bianca Frye

(Name of Contact Person)

ION Media Networks, Inc.

(Firm/Company)

601 Clearwater Park Road

(Address)

West Palm Beach, Florida 33401-6233

(City/State and Zip Code)

For further information concerning this matter, please call:

Bianca Frye

(Name of Contact Person)

at ( 561 ) 682-4110

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 19, 2006

BIANCA FRYE  
ION MEDIA NETWORKS, INC.  
601 CLEARWATER PARK RD.  
WEST PALM BEACH, FL 33401-6233

SUBJECT: PAXSON COMMUNICATIONS CORPORATION  
Ref. Number: F94000001188

We have received your document for PAXSON COMMUNICATIONS CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application. The amendment should be filed after the occurrence of such a change within 30 days for a not for profit corporation and within 90 days for a profit corporation. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

RECEIVED  
06 JUL 27 AM 8:00  
DIVISION OF CORPORATIONS  
Alana Crum  
Document Specialist

Letter Number: 206A00046085

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F94000001188

(Document number of corporation (if known))

06 JUL 27 PM 3:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Paxson Communications Corporation

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 3/9/94

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 26, 2006

5. ION Media Networks, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.


n/a

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a

(New jurisdiction)

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

William L. Watson

(Typed or printed name of person signing)

Vice President & Assistant Secretary

(Title of person signing)

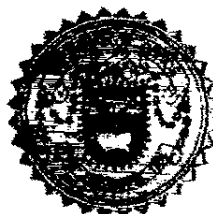
# Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PAXSON COMMUNICATIONS CORPORATION", CHANGING ITS NAME FROM "PAXSON COMMUNICATIONS CORPORATION" TO "ION MEDIA NETWORKS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2006, AT 11:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2359551 8100

060611655

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4860172

DATE: 06-27-06

STATE OF DELAWARE

CERTIFICATE OF AMENDMENT  
TO THE CERTIFICATE OF INCORPORATION  
OF PAXSON COMMUNICATIONS CORPORATION

Pursuant to Section 242 of the General Corporation Law of Delaware, Paxson Communications Corporation, a Delaware corporation (the "Corporation"), hereby amends its Certificate of Incorporation as follows:

1. Article First is hereby amended to read in its entirety as follows:

"FIRST. The name of the corporation is ION Media Networks, Inc."

2. The first paragraph of Article Fourth is hereby amended to read in its entirety as follows:

"FOURTH. The total authorized capital stock of this Corporation shall be 857,000,000 shares of Common Stock, with a par value of \$0.001 per share, and 1,000,000 shares of preferred stock, with a par value of \$0.001 per share.

Of the 857,000,000 shares of Common Stock which the Corporation is authorized to issue:

(a) 505,000,000 shares ("Class A Common") will be designated "Class A Common Stock,"

(b) 35,000,000 shares ("Class B Common" and, together with the Class A Common, the "Voting Common") will be designated "Class B Common Stock," and

(c) 317,000,000 shares ("Class C Common") will be designated "Class C Non-Voting Common Stock."

Except as otherwise provided in this Article Fourth or as otherwise required by applicable law, all shares of Class A Common, Class B Common and Class C Common shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges subject to the same qualifications, limitations and restrictions."

3. Said amendments were adopted by resolution of the Board of Directors and approved by a majority vote of the outstanding stock entitled to vote thereon, and a majority of


each class entitled to vote thereon as a class, pursuant to Section 228 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, this Corporation . . . has caused this Certificate to be signed by R. Brandon Burgess, its Chief Executive Officer, and attested by Adam K. Weinstein, its Secretary, this 23rd day of June, 2006.

PAXSON COMMUNICATIONS CORPORATION

By   
R. Brandon Burgess  
Chief Executive Officer

ATTEST:

By   
Adam K. Weinstein  
Secretary