



F98000002154

ACCOUNT NO. : 072100000032
REFERENCE : 782131 4303940
AUTHORIZATION : Patricia Pizutto
COST LIMIT : \$ 70.00

ORDER DATE : April 15, 1998
ORDER TIME : 9:41 AM
ORDER NO. : 782131-005
CUSTOMER NO: 4303940
CUSTOMER: Ms. Leslie Arnett
Holland & Knight
Suite 2300
400 North Ashley Drive
Tampa, FL 33602

500002490515--5

FOREIGN FILINGS

NAME: PAX NET, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

4/16
98 APR 16 PM 12:38
DIVISION OF CORPORATION
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 AM 10:35
PROCESSED
DIVISION OF CORPORATION

**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. PAX NET, 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. 65-0789886
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 22, 1997 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 601 Clearwater Park Road
West Palm Beach, Florida 33401-6233
(Current mailing address)
television network - administration, sales, advertising and all other business allowed by law in the State of Florida

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

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


Name: William L. Watson

Office Address: 601 Clearwater Park Road

West Palm Beach, Florida, 33401-6233
(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.



(Registered agent's signature)
William L. Watson

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.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Lowell W. Paxson

Address: 601 Clearwater Park Road

West Palm Beach, Florida 33401-6233

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: James B. Bocock

Address: 601 Clearwater Park Road

West Palm Beach, Florida 33401-6233

Vice President: Kenneth M. Gamache, Arthur D. Tek, Anthony L. Morrison

Address: 601 Clearwater Park Road

West Palm Beach, Florida 33401-6233

Secretary: William L. Watson

Address: 601 Clearwater Park Road

West Palm Beach, Florida 33401-6233

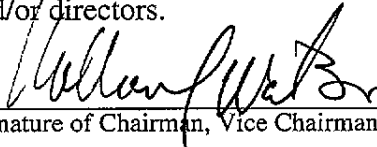
Treasurer: Arthur D. Tek

Address: 601 Clearwater Park Road

West Palm Beach, Florida 33401-6233

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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)

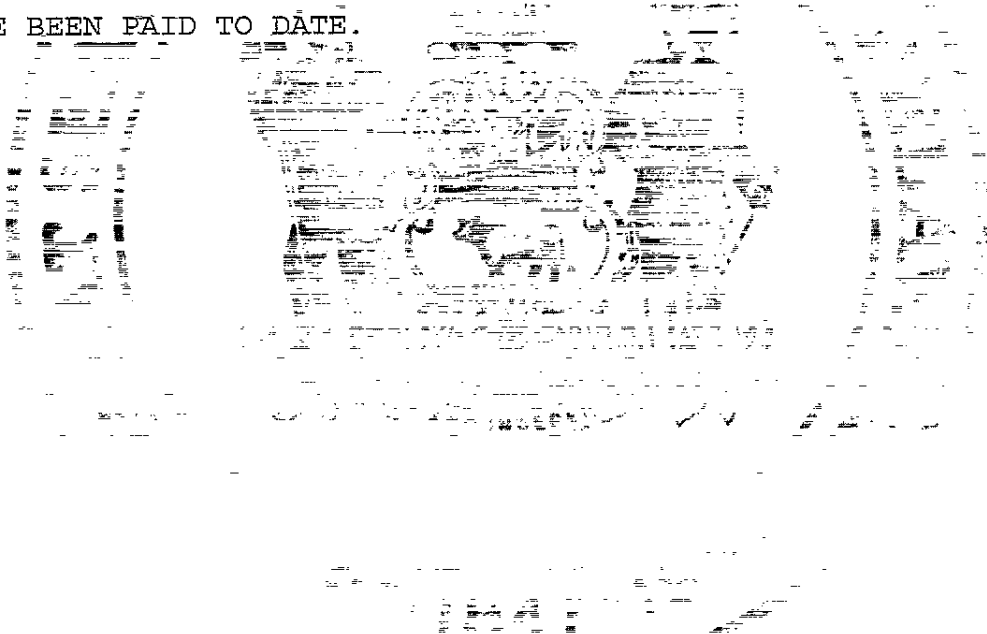
14. William L. Watson, Secretary
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAX NET, 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 FIFTEENTH DAY OF APRIL, A.D. 1998.

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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SECRETARY OF STATE
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04-15-98



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: