

# L960000000163

CORPORATE ACCESS, INC.  
 1116 D THOMASVILLE RD  
 TALLAHASSEE, FL 32303  
 (904) 222-2666  
 (Address)

*Minda*  
 (Phone #)

(City, State, Zip)

OFFICE USE ONLY

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 -02/09/96--01019--014  
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Children's Cable Network of Tampa Florida L.C.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     Pick up time *2/8/96 1:00*     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

FILED  
 96 FEB -8 AM 10:24  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input type="checkbox"/>            | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input 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               |

RECEIVED  
 96 FEB -8 AM 9 54  
 DIVISION OF CORPORATION

*[Handwritten signature]*

Examiner's Initials

**ARTICLES OF CORPORATION FOR FLORIDA  
LIMITED LIABILITY COMPANY**

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**ARTICLE I**

**Name:**

The name of the Limited Liability Company is:

Children's Cable Network of Tampa Florida L.C.

**ARTICLE II**

**Address:**

The mailing address and street of the principal office of the Limited Liability Company is:

3814 Gunn Hwy., Suite C Tampa, Florida 33624

**ARTICLE III**

**Duration:**

The period of duration for the Limited Liability Company shall be:

The Company shall commence its existence on the day these Articles Of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than February 15, 2026, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV**  
**Management:**

The Limited Liability Company is to be managed by a manager or managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The name and address of the initial manager of the company is:

Developed Concepts, Inc.  
Ralph R. Fernandez  
3814 Gunn Hwy., Suite C  
Tampa, Florida 33624

**ARTICLE V**  
**Admission of Additional Members:**

Additional members shall be admitted to the Company without the unanimous written approval of all the Members of the Company, provided:

- (a) Under the terms and conditions set forth in the of the Memberships Capital Contribution Section, upon admission of such additional members.
- (B) Complies with the terms and agreements of the membership matters.

Any Member may transfer his/her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a voting member unless a unanimous written consent by all of the other members, other than the member proposing to dispose of his/her interest.

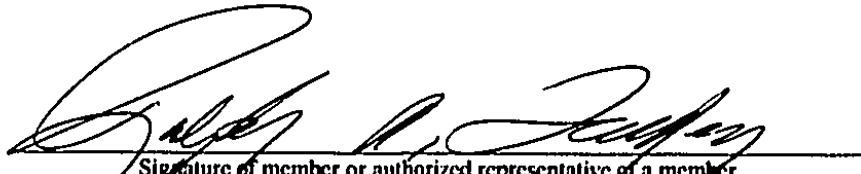
**ARTICLE VI**  
**Members Rights to Continue Business:**

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, without the approval, or unanimous written consent by all the members of the Company.

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Children's Cable Network of Tampa Florida L.C., deposes and says:

- (1) the above named limited liability company has at least two members;
- (2) the total amount of cash contributed by the members(s) is \$ 20,000
- (3) if any, agreed value of property other than cash contributed by member(s) is \$0.
- (4) the total amount of cash or property anticipated to be contributed by members is \$200,000. This total includes amounts from 2 and 3 above.



Signature of member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitute an affirmation under the penalties of perjury that the facts stated herein are true

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Children's Cable Network of Tampa Florida L.C.

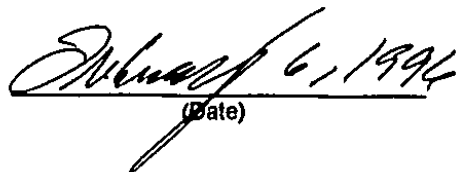
2. The name and address of the registered agent and office is:

Ralph R. Fernandez  
3814 Gunn Hwy., Suite C  
Tampa, Florida 33624

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
(Signature)

  
(Date)