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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : PAXSON COMMUNICATIONS CORPORATION  
Account Number : I19980000035  
Phone : (561) 682-4139  
Fax Number : (561) 659-4754

FLORIDA PROFIT CORPORATION OR P.A.

Paxson Milwaukee License, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
PAXSON MILWAUKEE LICENSE, INC.**

The undersigned, acting as incorporator of PAXSON MILWAUKEE LICENSE, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

**PAXSON MILWAUKEE LICENSE, INC.**

**ARTICLE II. ADDRESS**

The mailing address of the corporation is:

**601 Clearwater Park Road  
West Palm Beach, Florida 33401-6233**

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence at 8:00 A.M. on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

William L. Watson, Esq (FL Bar #0967629)  
Paxson Communications Corporation  
601 Clearwater Park Road  
West Palm Beach, FL 33401  
(561) 659-4122

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**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 601 Clearwater Park Road, West Palm Beach, Florida 33401-6233, and the name of the corporation's initial registered agent at that address is William L. Watson, Esq.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Lowell W. Paxson	601 Clearwater Park Road West Palm Beach, Florida 33401-6233

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
William L. Watson, Esq.	601 Clearwater Park Road West Palm Beach, Florida 33401-6233

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE IX. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

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ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 13 day of December, 1999.

  
\_\_\_\_\_  
William L. Watson, Esq., Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That PAXSON MILWAUKEE LICENSE, INC. , desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 601 Clearwater Park Road, City West Palm Beach, State of Florida, has named William L. Watson, Esq. as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



William L. Watson, Registered Agent

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