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NATALIE D. WILHELM
BETH PARSONS

July 15, 1999

* BOARD CERTIFIED CIVIL TRIAL LAWYER

** ALSO ADMITTED IN ALABAMA

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Carter Broadcasting, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the proposed Articles of Incorporation for the above-referenced corporation. Would you please file the original and provide us with one certified copy of the Articles? We are enclosing a check payable to your order in the amount of \$122.50 in payment of the following items:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agency Designation	<u>35.00</u>
TOTAL	\$122.50

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-07/19/99-01077-001

125.00 **78.75

Thank you for your assistance in this matter and if you have any questions, please do not hesitate to contact me.

Very truly yours,

MOORE, HILL, WESTMORELAND,
HOOK & BOLTON, P.A.

Judy Pinette

Judy Pinette, CLA to
J. Lofton Westmoreland

/jap

cc: Mr. and Mrs. Mark S. Carter (Via Fax (850) 231-1775)

FILED
99 JUL 19 AM 8:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7-26-99
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ARTICLES OF INCORPORATION

OF

CARTER BROADCASTING, INC.

FILED
99 JUL 19 AM 8:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, who desire(s) to form a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be Carter Broadcasting, Inc.

ARTICLE II - PURPOSES

The general purposes for which this corporation is organized are:

- (1) To transact any lawful business or businesses for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing.

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE VI - CAPITAL STOCK

The number of shares of capital stock that the Corporation is authorized to issue is 1, 000 shares, all of which shall be voting common shares with par value of \$1.00 per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation in this State is 220 West Garden Street, SunTrust Tower, 9th Floor, Pensacola, Florida 32501. The initial registered agent at said registered office is J. Lofton Westmoreland.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
J. Lofton Westmoreland	220 West Garden Street SunTrust Tower, 9 th Floor Post Office Box 13290 Pensacola, FL 32591

ARTICLE VII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The name and address of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Mark S. Carter	690 Little Canal Drive Santa Rosa Beach, FL 32549

Carol Renee' Carter

690 Little Canal Drive
Santa Rosa Beach, FL 32549

ARTICLE VIII - AMENDMENT


These Articles of Incorporation may be amended in the manner provided by Florida law.

ARTICLE IX - MAILING ADDRESS

The mailing address of the corporation is 690 Little Canal Drive, Santa Rosa Beach, Florida 32549.

IN WITNESS WHEREOF, we have hereunto subscribed our names this

15 day of July, 1999.


J. LOFTON WESTMORELAND,
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 15 day of July, 1999, by J. Lofton Westmoreland, who is personally known to me or who produced 2/A as identification and who did not take an oath.


NOTARY PUBLIC
My Commission Expires:



Judith A. Pinette
MY COMMISSION # CC731749 EXPIRES
January 27, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I, the undersigned, being the person named as the Registered Agent of Carter Broadcasting, Inc., a Florida corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes Section 607.0505 and hereby accept the appointment of Registered Agent and hereby accept said obligations.

Dated this 15 day of July, 1999.


J. LOFTON WESTMORELAND

FILED
99 JUL 19 AM 8:54
TALLAHASSEE FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 15th day of July, 1999, by J. Lofton Westmoreland, who is personally known to me or who produced no/A as identification and who did take an oath.


NOTARY PUBLIC
My Commission Expires:



Judith A. Pinette
MY COMMISSION # CC731749 EXPIRES
January 27, 2002
BONDED THRU TROY FAIR INSURANCE, INC.