

FROM HOLLAND & KNIGHT TAMPA

(MON) 3. 22' 04 12:07/ST. 12:07/NO. 4260953118 P 1

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BASIC AMENDMENT

ADVANCED BROADCAST SERVICES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
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SECTION I
(1-3 MUST BE COMPLETED)

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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 MERGER, WHICH MERGES:

"CHARTER BROADCAST NORTH AMERICA, INC.", A GEORGIA CORPORATION,

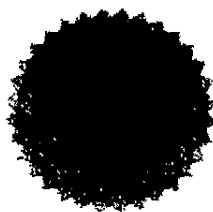
WITH AND INTO "ADVANCED BROADCAST SERVICES, INC." UNDER THE NAME OF "CHARTER BROADCAST" NORTH AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2003, AT 4:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF SEPTEMBER, A.D. 2003.

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2740934 8100M

040204170



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2998985

DATE: 03-19-04

FROM HOLLAND & KNIGHT TAMPA
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SECRET
Division of Corporations
Delivered 04:35 PM 08/25/2003
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**CERTIFICATE OF MERGER
OF
CHARTER BROADCAST NORTH AMERICA, INC.
(a Georgia corporation)
WITH AND INTO
ADVANCED BROADCAST SERVICES, INC.
(a Delaware corporation)**

Advanced Broadcast Services, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify:

FIRST. That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State</u>
Charter Broadcast North America, Inc.	Georgia
Advanced Broadcast Services, Inc.	Delaware

SECOND. That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the Delaware General Corporation Law.

THIRD. That the name of the surviving corporation is Advanced Broadcast Services, Inc., a Delaware corporation.

FOURTH. That the Certificate of Incorporation of Advanced Broadcast Services, Inc., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation but will be amended to:

- (a) change the name of the Surviving Corporation to "Charter Broadcast North America, Inc."; and
- (b) deleting Article 4 in its entirety and substituting in lieu thereof a new Article 4 to read as follows:

"4. The total number of shares of stock which the corporation shall authority to issue is Two Thousand (2,000) and the par value of each of such shares is One Dollar and No Cents (\$1.00), amounting in the aggregate to Two Thousand Dollars and No Cents (\$2,000.00)."

FIFTH. That the executed Agreement and Plan of Merger is on file at 2143-H Hills Avenue, Atlanta, Georgia 30318, the principal place of business of the surviving corporation.

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FIFTH. That the executed Agreement and Plan of Merger is on file at 2148-H Hills Avenue, Atlanta, Georgia 30318, the principal place of business of the surviving corporation

SIXTH. That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH. That the authorized capital stock of Charter Broadcast North America, Inc., the non-surviving corporation, consists of 500,000 shares of common stock, \$0.01 par value per share.

EIGHTH. The merger shall be effective on September 1, 2003.

[Signature on following page]

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IN WITNESS WHEREOF, Advanced Broadcast Services, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer this 19 day of August, 2003.

ADVANCED BROADCAST SERVICES, INC.

By: David John C
Name: DAVID JOHN CARR
Title: PRESIDENT

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