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(((H04000060463 3)))

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To:

Division of Corporations Fax Number : (850)205-0380

From:

HOLLAND & KNTGH? Account Name Account Number : Phone (813) 227-8500

Fax Number

K Wheeler 813 - 22 7. 8500

BASIC AMENDMENT

ADVANCED BROADCAST SERVICES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$52.50

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FROM HOLLAND & KNIGHT TAMPA HO4000060463 3

(MON) 3, 22' 04 12:08/ST. 12:07/NO. 4260953118 P 2

PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, P.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F00000002224
(Document number of corporation (if known)
1. Advanced Broadcast Services, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delawara 3.4/21/2000
(Date authorized in do business in Florida)
SECTION 11 (4-7 complete only the applicable changes)
() Sometime () Mark that the control of the contr
4. If the amendment changes the name of the corporation, when was the change effected under the laws of
its jurisdiction of incorporation? 8/25/2003
And full detailed in the first of the first
5, Charter Broadcast North America, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "compeny," or "incorporated," or appropriate abbreviation, not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
(New jurisdiction)
15/04 3/15/04
(Signature of a director, president or other officer - if in the hands of a receiver or other econt appointed fiduciary, by that fiduciary) (Date)
of a receiver of other appointed aductary, by that fiductary;
Typed or peroted name of person signing) Guic of person signing) Guic of person signing)

(MON) 3. 22' 04 12:08/ST. 12:07/NO. 4260953118 P 3

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.

WITH AND INTO "ADVANCED BROADCAST SERVICES, INC." UNDER THE NAME OF "CHARTER BROADCAST MORTH AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OPPICE 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 MERCER IS THE FIRST DAY OF SEPTEMBER, A.D. 2003.

H040000604633

2740934 8100M

040204170

Silvery Herries Sm

Status Inith Windson Secretary of State

AUTHENTICATION: 2998985

DATE: 03-19-04

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***Signate And Not State P 2

Division of Corporations

Delivered 04:35 PN 08/25/2003

FILED 04:25 PN 08/25/2003

SRV 030551890 - 2740834 FILE

CERTIFICATE OF MERGER OF CHARTER BROADCAST NORTH AMERICA, INC. (a Ceorgia 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:

Name State

Charter Broadcast North America, Inc. Georgia

Advanced Breadcast Services, Inc. Delaware

SECOND. That as Agreement and Plan of Marger 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 composition 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 2148-H fills Avenue, Atlanta, Georgia 30318, the principal place of business of the surviving corporation.

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]

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

ADVANCED BROADCAST SERVICES, INC.

DAVID Title: PRESIDENT!