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ACCOUNT NO. : 072100000032

REFERENCE : 504442 4319220

AUTHORIZATION

Patricia Pigute

COST LIMIT : \$ 70.00

FILED
01 DEC 28 AM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 21, 2001

ORDER TIME : 2:19 PM

ORDER NO. : 504442-005

800004743418--0

CUSTOMER NO: 4319220

CUSTOMER: Judith Powell, Legal Asst
Viacom Inc.
1515 Broadway
51st Floor
New York, NY 10036



RECEIVED
01 DEC 28 PM 3:08
DEPARTMENT OF STATE
DIVISION OF REGISTRATION
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: VIACOM TELEVISION STATIONS INC

XXXX QUALIFICATION (TYPE: CO)

BK

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young -- EXT# 1112

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

1. VIACOM TELEVISION STATIONS INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 13-4179765

(FEI number, if applicable)

4. June 19, 2001

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1515 Broadway, New York, NY 10036

(Principal office address)

(Current mailing address)

8. Service Company for TV Stations group

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)


, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company


(Registered agent's signature)

Louise B. Smith

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Laura Franco, Assistant Secretary

(Typed or printed name and capacity of person signing application)

Officers & Directors Rider

VIACOM TELEVISION STATIONS INC.

Officers

Louis J. Briskman, President
Michael D. Fricklas, Executive Vice President & Secretary
Robert Freedline, Treasurer
Laura Franco, Assistant Secretary

Directors

Michael D. Fricklas
Louis J. Briskman
Richard J. Bressler

Business address for Officers & Directors : 1515 Broadway, New York, NY 10036

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIACOM TELEVISION STATIONS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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01 DEC 28 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3405513 8300

AUTHENTICATION: 1522281

010661980

DATE: 12-21-01