

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

94-22-017
94-22-039

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

F95000002002

ACCOUNT NO. : 072100000032

REFERENCE : 584787 86901D

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : April 25, 1995

ORDER TIME : 10:25 AM

ORDER NO. : 584787

CUSTOMER NO: 86901D

CUSTOMER: Ms. Regina Clerkin
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

954/25
95 APR 25 PM 12:38
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FOREIGN FILINGS

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****822.50 ****822.50

NAME: STATION HOLDINGS B INC.

X PROFIT
 NON-PROFIT

 CORPORATE
 LIMITED PARTNERSHIP

X QUALIFICATION

RECEIVED
95 APR 25 AM 11:15
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

**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:**

1. Station Holdings B Inc.

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

2. State of Delaware

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

3. 13-3787069

(FEI number, if applicable)

4. 08/23/94

(Date of Incorporation)

5. Perpetual

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

6. 08/23/94

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. c/o Clare A. McMorrow

51 West 52 Street, New York, NY 10019

(Current mailing address)

8. Managing partner in a Delaware general partnership which owns/operates television stations

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

9. **Name and street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, 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.

Vicki Schreiner Asst V.P.

(Registered agent's signature)

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

A. DIRECTORS

Chairman: Peter A. Lund
Address: 51 West 52 Street
New York, NY 10019

Vice Chairman: _____
Address: _____

Director: Peter W. Keegan
Address: 51 West 52 Street
New York, NY 10019

Director: Johnathan Rodgers
Address: 51 West 52 Street
New York, NY 10019

B. OFFICERS

President: Peter W. Keegan
and Treasurer Address: 51 West 52 Street
New York, NY 10019

Vice President: Alvan L. Bobrow
and Director of Taxes Address: 51 West 52 Street
New York, NY 10019

Secretary: Ellen Oran Kaden
Address: 51 West 52 Street
New York, NY 10019

Assistant Treasurer: Mark B. Pearlman
Address: 51 West 52 Street
New York, NY 10019

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

13. Clare A. Mc Morrow
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Clare A. Mc Morrow, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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ADDENDUM

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

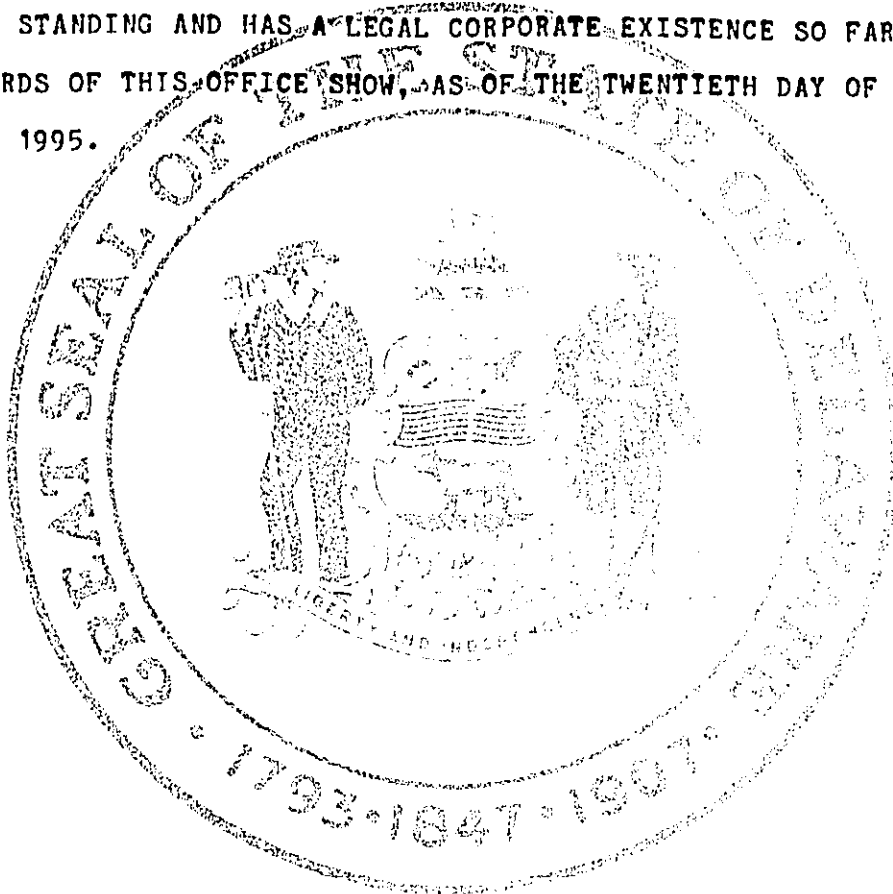
B. OFFICERS

Assistant Secretary: Clare A. McMorrow
Address: 51 West 52 Street
New York, NY 10019

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STATION HOLDINGS B 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 TWENTIETH DAY OF APRIL, A.D. 1995.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7479225

DATE: 04-20-95