

F9500002009

1201 HAYS STREET  
FALLA... FL  
2-917  
22-031 AX

800-342-8086



ACCOUNT NO. : 072100000032  
REFERENCE : 584943 86901D  
AUTHORIZATION :  
COST LIMIT : \$1,000,000.00 800001466158  
-04/27/95--01027--006  
\*\*\*\*\*822.50 \*\*\*\*\*822.50

ORDER DATE : April 25, 1995  
ORDER TIME : 11:53 AM  
ORDER NO. : 584943  
CUSTOMER NO: 86901D  
CUSTOMER: Ms. Regina Clerkin  
Prentice Hall Legal &  
375 Hudson Street  
New York, NY 10014

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 25 PM 2:05

FOREIGN FILINGS

NAME: STATION HOLDINGS A INC.

XX PROFIT XX CORPORATE  
       NON-PROFIT        LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

95 APR 25 PM 1:20

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE  
SUBMITTED  
STATE OF FLORIDA**

**SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
AFTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE**

1. Station Holdings A 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. 13-3787065

(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. General 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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95 APR 25 PM 2:05

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

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

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SECRETARY OF STATE  
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95 APR 25 PM 2:05

ADDENDUM

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

B. OFFICERS

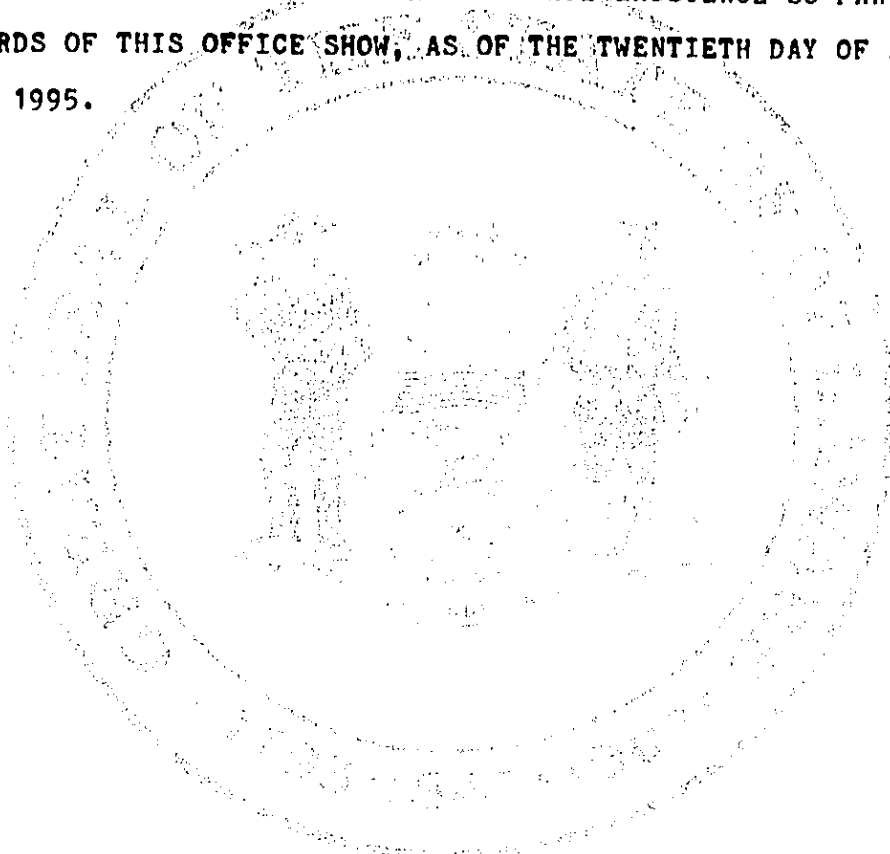
Assistant Secretary: Clare A. McMorrow  
Address: 51 West 52 Street  
New York, NY 10019

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DIVISION OF CORPORATIONS  
95 APR 25 PM 2:05

**Office of the Secretary of State**

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STATION HOLDINGS A 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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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 25 PM 2:05



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7478584

DATE: 04-20-95



**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

STATION HOLDINGS A INC.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o C. McMorrow, Assistant Secretary  
51 West 52 Street

(Mailing Address)

New York, NY 10019

(City/ State /Zip)

FILED  
95 DEC - 6 PM 4: 28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

*Clare A. McMorrow*

Signature

Assistant Secretary

Title

Clare A. McMorrow

Typed or printed name

12/5/95

Date