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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: LATER TODAY TELEVISION NEWSGROUP, INC.

Dear Sir Or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Charles G. Parks, Jr.
Attorney at Law
160 Forest Street
Stamford, Connecticut 06901

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*******70.00 *****70.00**

W96-1366

Should you need to call someone concerning this matter, please call:

Charles G. Parks, Jr. at (203) 359 - 3860 or 351-6236
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Divisions of Corporation
P. O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 18, 1996

CHARLES G. PARKS JR.
% ATTORNEY AT LAW
160 FOREST STREET
STAMFORD, CT 06901

SUBJECT: LATER TODAY TELEVISION NEWSGROUP, INC.
Ref. Number: W96000001360

We have received your document for LATER TODAY TELEVISION NEWSGROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

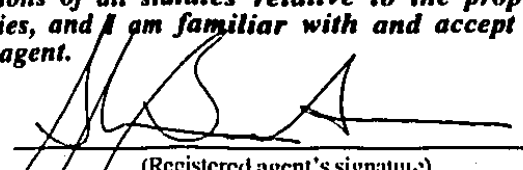
Michael Mays
Document Specialist

Letter Number: 296A00002258

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**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. LATER TODAY TELEVISION NEWSGROUP, 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 an 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. _____
(FEI number, if applicable)
 4. May 19, 1995
(Date of Incorporation)
 5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
 6. Not Applicable pursuant to Section 607.1501 to date
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
 7. Bungalow #1, Disney, MGM STUDIOS
Lake Buena Vista, Florida 32830-0200
(Current mailing address)
 8. To engage in any lawful act or activity under the General Corporation Law of Delaware
(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 register agent: (P.O. Box or Mail Drop Box acceptable)**
Name: Glenn Barbour
Office Address: Bungalow #1, Disney, MGM Studios
Orlando, Florida, 32830-0200
(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.

(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.
 12. Names and addresses of Officers and/or directors : (Street address ONLY - P.O. Box NOT acceptable)

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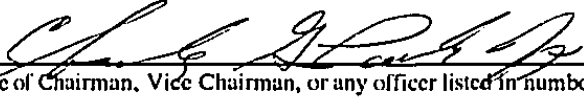
A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: Glenn Barbour
Address: 6070 Lexington Park
Orlando, Florida 32819
Vice Chairman: Jim Curry,
Address 109 Choinley Gardens
Fortune Green Rd, London England NW61UP
Director: John Herbert
Address: 5 Hampshire Road
Mahwah, New Jersey 07430
Director: John Rose
Address: 88 Midchester Avenue
White Plains, New York 10606
Director: Ronald E. Mason
Address: 10 Hannah Lane
Valley Cottage, New York 10989

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Glenn Barbour, Chairman and Chief Executive Officer
Address: 6070 Lexington Park
Orlando, Florida 32819
Vice President: John Herbert, Senior Vice President and General Counsel
Address 5 Hampshire Road
Mahwah, New Jersey 07430
Secretary: Charles G. Parks, Jr.
Address: 160 Forest Street
Stamford, Connecticut 06901-2134
Financial Officer: Orlando C Guida, Chief Financial Officer
Address: 7220 Westpointe Blvd. Apt 1413
Orlando, Florida 32835

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. Charles G. Parks, Jr., Corporate Secretary
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LATER TODAY TELEVISION NEWSGROUP, 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-EIGHTH DAY OF DECEMBER, A.D. 1995.

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SECRETARY OF STATE
RECORDS SECTION




Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE: 7769682

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12-28-95