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TALLAHASSEE, FL 32301-2007  
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ACCOUNT NO. : 072100000002

REFERENCE : 075346 - 4300976

AUTHORIZATION : Patricia T. Tye

COST LIMIT : \$ 70.00

ORDER DATE : September 5, 1996

ORDER TIME : 10:11 AM

ORDER NO. : 075346

600001942176

CUSTOMER NO: 4300976

CUSTOMER: Todd A. Matthias, Legal Asst  
Hahn & Hessen  
350 Fifth Avenue  
37th Floor  
New York, NY 10118

FOREIGN FILINGS

NAME: SOUTH FLORIDA TELEVISION  
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP -9 PM 1:13

FILED

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

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

1. SOUTH FLORIDA TELEVISION 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. Delaware 3. 13-3774229  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 26, 1994 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 1995  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 249 Royal Palm Way, Suite 301  
Palm Beach, Florida 33480  
(Current mailing address)

8. Engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware including, without limitation, the development and operation of a wireless cable business.  
(Purposes 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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

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**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.*

By: Karen B. Rozar  
(Registered agent's signature)  
KAREN B. ROZAR, as Agent

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:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Terrence S. Cassidy

Address: 249 Royal Palm Way, Suite 301  
Palm Beach, Florida 33480

Director: Michael J. Specchio  
c/o Preferred Entertainment

Address: 233 No. Garrard Drive  
Rantoul, IL 61866

B. OFFICERS

Chairman: Michael J. Specchio  
c/o Preferred Entertainment

Address: 233 No. Garrard Drive  
Rantoul, IL 61866

President: Terrence S. Cassidy

Address: 249 Royal Palm Way, Suite 301  
Palm Beach, Florida 33480

Executive Vice President: Timothy Matthews

Address: 249 Royal Palm Way, Suite 301  
Palm Beach, Florida 33480

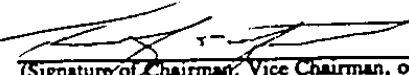
Secretary: James Kardon  
Hahn & Hessen LLP

Address: 350 Fifth Avenue, Suite 3700  
New York, NY 10118

Treasurer: Terrence S. Cassidy

Address: 249 Royal Palm Way, Suite 301  
Palm Beach, Florida 33480

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. Timothy Matthews, Executive Vice President  
(Typed or printed name and capacity of person signing application)

RECEIVED  
TALLAHASSEE, FLORIDA  
SEP 9 1996

*State of Delaware*  
*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 "SOUTH FLORIDA TELEVISION 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 FIFTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION

0002880

DATE

00-05-96