

F98000006716

BOWEN & CAMPIONE, P.A.
ATTORNEYS AT LAW

600 Jennings Avenue, Eustis, Florida 32726
Post Office Box 926, Eustis, Florida 32727
Telephone: (352) 589-1414 Facsimile: (352) 589-1726

80 Royal Palm Pointe, Suite 301, Vero Beach, Florida 32960
Telephone: (772) 978-9582 Facsimile: (772) 978-9584

LENNON E. BOWEN, III
DAVID M. CAMPIONE
CHRISTOPHER C. CAMPIONE
JASON M. RADSON
JOHN J. CAMPIONE
DEREK A. SCHROTH

REPLY TO:
Eustis Office

April 26, 2002

Via Regular Mail

Susan Payne
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100004660391--5
-10/31/01--01024--001
*****35.00 *****35.00

Re: McKenzie Broadcast Associates, Inc.

Dear Ms. Payne:

Enclosed please find the following documents with regard to reinstating and changing the name of the above referenced corporation:

1. Check Number 3232 made payable to Department of State in the amount of \$1,200.00 for the fee for reinstatement;
2. Original, fully executed Corporation Reinstatement form;
3. Original Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
4. Photocopy of check number 2947 made payable to Department of State in the amount of \$35.00 for the fee for changing the name of the corporation;
5. Photocopies of transmittal letters from the Florida Department of State returning documents.

Per my previous conversation with you, it is my understanding that you have retained the original Amendment application check. With the enclosed documents, it is requested that you please reinstate McKenzie Broadcast Associates, Inc. and change the name of the corporation to Gateway Broadcast & Internet, Inc.

Thank you for your assistance in this matter. Should you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,

Susie Nichols
Susie Nichols
Legal Assistant

Enclosures

FILED
02 APR 30 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/1/02
NIC
Amend
SP



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 15, 2001

Bowen & Campione, P.A.
P.O. Box 926
Eustis, FL 32727-0926

SUBJECT: MCKENZIE BROADCAST ASSOCIATES, INC.
Ref. Number: F98000006716

We have received your document for MCKENZIE BROADCAST ASSOCIATES, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

The date intended on #4 is the date the name change amendment was filed in the state of Illinois.

The amendment must be signed.

Please return the amendment and reinstatement together to my attention to the address listed below.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 301A00057039

RECEIVED
02 APR 30 AM 9:54
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 14, 2002

Bowen & Campione, P.A.
Post Office Box 926
Eustis, FL 32727-0926

SUBJECT: MCKENZIE BROADCAST ASSOCIATES, INC.
Ref. Number: F98000006716

We have received your document for MCKENZIE BROADCAST ASSOCIATES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The enclosed name change amendment is being returned as the corporation has still not been reinstated. The reinstatement application was returned to the corporation on October 11, 2001. If the corporation reinstates at this time the total fee due is now \$1200. A reinstatement form is enclosed in case one is needed. Also a copy of the letter sent to the corporation dated October 11, 2001 is enclosed for your information.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 502A00001901



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 25, 2002

MCKENZIE BROADCAST ASSOCIATES, INC.
P.O. BOX 878
MARION, IL 62959

SUBJECT: MCKENZIE BROADCAST ASSOCIATES, INC.
Ref. Number: F98000006716

We have received your document for MCKENZIE BROADCAST ASSOCIATES, INC. and check(s) totaling \$1200.00. However, your check(s) and document are being returned for the following:

Pursuant to section 607.1422(1)(b), 617.1422(1)(b), or 608.4482, Florida Statutes, your designated registered agent must acknowledge the designation by signing in the appropriate block of the form.

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 (850) 245-6059.

Tyrone Scott
Document Specialist

Letter Number: 102A00017664

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. McKenzie Broadcast Associates, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Illinois 3. 12/09/98
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 10, 1999

5. Gateway Broadcast & Internet, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction

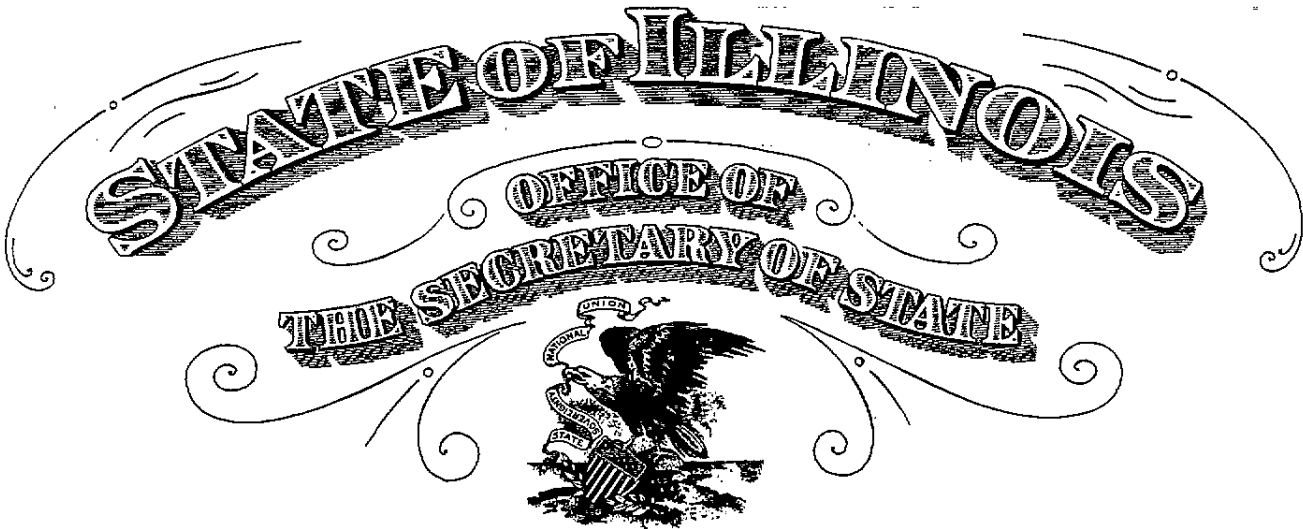
Bruce L. Cox
Signature

October 1, 2001
Date

Bruce L. Cox
Typed or printed name

President
Title

FILED
02 APR 30 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

GATEWAY BROADCASTING & INTERNET INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE AUGUST 11, 1997, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 31ST
day of JULY *A.D.* 2001.

Jesse White

SECRETARY OF STATE

State of Illinois
Office of
The Secretary of State

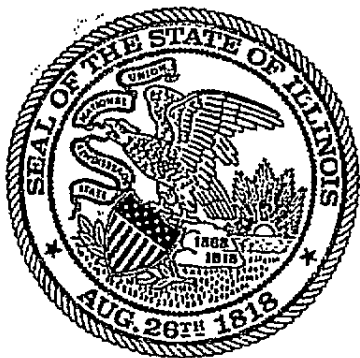
Whereas,

ARTICLES OF INCORPORATION OF
MCKENZIE BROADCAST ASSOCIATES, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 11TH day of AUGUST A.D. 19 97 and of the Independence of the United States the two hundred and 22ND



George H. Ryan

Secretary of State

Form BCA-2.10 (Rev. Jan. 1995)	ARTICLES OF INCORPORATION This space for use by Secretary of State <div style="font-size: 2em; font-weight: bold; margin: 10px 0;">FILED</div> <div style="margin: 5px 0;">AUG 11 1997</div> <div style="margin: 5px 0;">GEORGE H. RYAN SECRETARY OF STATE</div>	<div style="text-align: center;">PAID</div> <div style="text-align: center;">AUG 11 1997</div> <div style="text-align: center; margin-top: 10px;">SUBMIT IN DUPLICATE</div> <div style="margin-top: 10px;"> This space for use by Secretary of State Date <u>8-11-97</u> Franchise Tax \$ <u>25.00</u> Filing Fee \$ <u>75.00</u> Approved: <u>[Signature]</u> <u>100.00</u> </div>
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George H. Ryan
 Secretary of State
 Department of Business Services
 Springfield, IL 62756
<http://www.sos.state.il.us>
 Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. CORPORATE NAME: MCKENZIE BROADCAST ASSOCIATES, INC. BC

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation there

2. Initial Registered Agent:	REX	W.	SCOTT
Initial Registered Office:	<i>First Name</i> 113	<i>Middle Initial</i> S. 32ND	<i>Last name</i> JEFFERSON
	<i>Number</i> MT VERNON	<i>Street</i> IL 62864	<i>Suite #</i> COUNTY
	<i>City</i>	<i>Zip Code</i>	<i>County</i>

3. Purpose or purposes for which the corporation is organized:
 ((If not sufficient space to cover this point, add one or more sheets of this size.)
 THE TRANSACTION OF ANY OR ALL LAWFUL PURPOSES FOR WHICH CORPORATIONS MAY BE
 INCORPORATED UNDER THE ILLINOIS BUSINESS CORPORATION ACT OF 1983.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration Received There
A	\$ 10	5,000	500	\$ 5,
TOTAL - S				5,

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares each class are:

(If not sufficient space to cover this point, add one or more sheets of this size.)

5954-242-7

(over)

5. **OPTIONAL:**

- (a) Number of directors constituting the initial board of directors of the corporation: _____
- (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:
- | Name | Residential Address | City, State, ZIP |
|------|---------------------|------------------|
| | | |
| | | |
| | | |

6. **OPTIONAL:**

- (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
- (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
- (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
- (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL:**

OTHER PROVISIONS

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8.

NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated AUGUST 6, 19 97

- | | Signature and Name |
|----|--|
| 1. | <u>REX W. SCOTT</u>
Signature
REX W. SCOTT
(Type or Print Name) |
| 2. | _____
Signature
(Type or Print Name) |
| 3. | _____
Signature
(Type or Print Name) |

- | | Address |
|----|---|
| 1. | <u>113 S 32ND</u>
Street
MT VERNON IL 62864
City/Town State Zip Code |
| 2. | _____
Street
City/Town State Zip Code |
| 3. | _____
Street
City/Town State Zip Code |

Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used in conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
 - The filing fee is \$75.
 - The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
 - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State
Department of Business Services Telephone (217) 782-9522 or 782-9523

State of Illinois
Office of
The Secretary of State

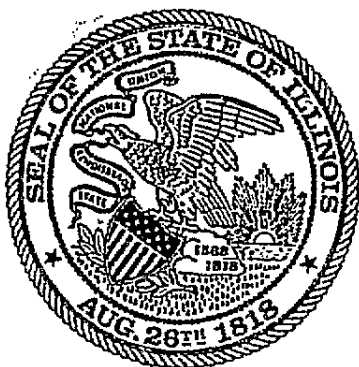
Whereas,

ARTICLES OF INCORPORATION OF
MCKENZIE BROADCAST ASSOCIATES, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 11TH day of AUGUST A.D. 19 97 and of the Independence of the United States the two hundred and 22ND



George H. Ryan

Secretary of State

Form **BCA-10.30**

(Rev. Jan. 1995)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

Remit payment in check or money
order, payable to "Secretary of State."

The filing fee for restated articles of
amendment - \$100.00

<http://www.sos.state.il.us>

ARTICLES OF AMENDMENT**FILED**

MAR 10 1999

**JESSE WHITE
SECRETARY OF STATE****PAID**

MAR 12 1999

File # 5954-2927**SUBMIT IN DUPLICATE**

This space for use by
Secretary of State

Date 2-10-99

Franchise Tax \$

Filing Fee* \$25.00

Penalty \$

Approved: [Signature]

57

1. CORPORATE NAME: McKenzie Broadcast Associates, Inc.

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on JULY 1
1998 in the manner indicated below. ("X" one box only)

☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

(Note 3)

☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Notes 4 & 5)

☒ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

Gateway Broadcasting & Internet, Inc.
(NEW NAME)

All changes other than name, include on page 2
(over)

240

240

3-10

2/10/99

1204 . 1648 Text of Amendment

- b. (If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)

FILED

NOV 01 1974

1974 NOV 01 12:00 PM
FBI - NEW YORK

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

	Before Amendment	After Amendment
Paid-In Capital	\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK**.)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated July 1, 19 98

attested by

James F. Spicuzza
(Signature of Secretary or Assistant Secretary)
James Spicuzza
(Type or Print Name and Title)

McKenzie Broadcast Associates, Inc
(Exact Name of Corporation at date of execution)

by Bruce Cox
(Signature of President or Vice President)
Bruce Cox
(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, 19 ____

_____	_____
_____	_____
_____	_____
_____	_____

NOTES and INSTRUCTIONS

1204 .1650

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected;
- (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
- (g) to restate the articles of incorporation as currently amended. (§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)



STATE OF ILLINOIS
Office of the Secretary of State
I hereby certify that this is a true and
correct copy, consisting of Eight
pages, as taken from the original on file in
this office.

Jesse White

JESSE WHITE
SECRETARY OF STATE

DATED: July 31, 2001

BY: James P. Leahy, Jr.

EXPEDITED
SECRETARY OF STATE

JUL 31 2001

EXP. FEES 25.⁰⁰
COPY - CERT. 10.⁰⁰