

GURMAN BLASK & FREEDMAN

CHARTERED

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F99000000525

September 30, 1999

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300003004733--3  
-10/04/99--01128--021  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

**Re: Amendment to Application for Authorization to  
Transact Business in Florida**

Dear Sir or Madam:

Please find enclosed an Application By Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida requesting a change of name from CommcoTec Corporation to BroadStream Corporation. A check in the amount of \$43.75 is enclosed to cover the \$35.00 filing fee and \$8.75 for one certified copy of the amendment. Also enclosed is an additional copy of the application marked "Return Copy." Please date stamp this copy and return it to us in the enclosed self-addressed stamped envelope.

Thank you for your assistance. Please call me if you need any additional information.

Best regards,

*Nina Smuckler*

Nina Smuckler  
Law Clerk

Enclosure

F99000000525  
\*Cert Copy ON  
N.C. Smuckler  
10/4/99

FILED  
OCT-4 PM 1:25

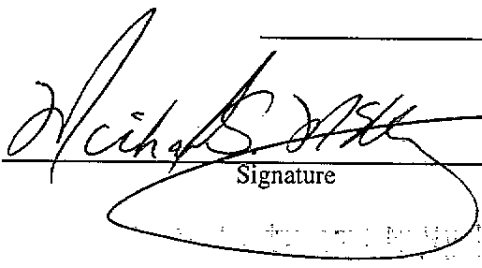
**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. CommcoTec Corporation  
Name of corporation as it appears on the records of the Department of State.
2. Delaware Incorporated under laws of 3. January 27, 1999 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? September 13, 1999
5. Broadstream Corporation  
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.
- \_\_\_\_\_  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- \_\_\_\_\_  
New Jurisdiction

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
Title

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "COMMCOTEC CORPORATION", CHANGING ITS NAME FROM "COMMCOTEC CORPORATION" TO "BROADSTREAM CORPORATION", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 2 O'CLOCK P.M.



2903483 8100  
991395428

  
Edward J. Freel, Secretary of State

9987538

AUTHENTICATION:

09-23-99

DATE:

RESTATED CERTIFICATE OF INCORPORATION

OF

COMMCO TEC CORPORATION

CommcoTec Corporation, a corporation organized and existing under the laws of the State of Delaware, for the purpose of amending and restating its Certificate of Incorporation, does hereby certify as follows:

FIRST: The original Certificate of Incorporation (the "Original Certificate") was filed with the Secretary of State of the State of Delaware on June 2, 1998, pursuant to and by virtue of the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: Effective immediately upon the filing of this Restated Certificate of Incorporation in the office of the Secretary of State of the State of Delaware (the "Effective Time"), each share of previously existing Class A Common Stock, par value \$.01 per share, and Class B Common Stock, par value \$.01 per share, issued and outstanding or held in treasury shall be and hereby is converted into and reclassified as .0025 shares of Common Stock (as defined in Article FOURTH of this Restated Certificate of Incorporation). Certificates which prior to the Effective Time represented shares of capital stock shall, at the Effective Time, be hereby canceled and upon presentation of the canceled certificates to BroadStream Corporation, the holders thereof shall be entitled to receive certificate(s) representing the shares of Common Stock into which such canceled shares have been converted.

THIRD: This Restated Certificate of Incorporation, having been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the DGCL by the unanimous written consent of the Board of Directors and the written consent of the stockholders of BroadStream Corporation, restates and integrates and further amends the provisions of the Original Certificate. As so restated and integrated and further amended, the Restated Certificate of Incorporation (hereinafter, the "Certificate of Incorporation") reads as follows:

ARTICLE FIRST

Name of Corporation

The name of the corporation is BroadStream Corporation (the "Corporation").

ARTICLE SECOND

Registered Office and Registered Agent

The address of the Corporation's registered office in the State of Delaware is One Rodney Square, 10th Floor, Tenth and King Streets, in the City of Wilmington, County of Newcastle, Delaware 19801. The name of the registered agent of the Corporation at such address is RL&F Service Corp.

ARTICLE THIRD

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE FOURTH

Capital Stock

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 50,000 shares of common stock, par value \$.01 per share (the "Common Stock").

ARTICLE FIFTH

Board of Directors

A. The number of directors of the Corporation shall initially be fixed at two and may be increased or decreased from time to time pursuant to a resolution adopted by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors, but the number of directors shall not be less than two nor more than twelve.

B. Unless and except to the extent that the By-laws so require, the election of directors of the Corporation need not be by written ballot.

C. Vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of directors or other cause, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director.

#### ARTICLE SIXTH

##### Certain Matters Relating to Stockholder Actions

Any action required or permitted to be taken by the stockholders of the Corporation shall be effected at a duly called annual or special meeting of stockholders of the Corporation, and the stockholders of the Corporation shall be permitted to take action by written consent.

#### ARTICLE SEVENTH

##### Limitation on Director Liability

A. To the fullest extent permitted by the DGCL as it now exists and as it may hereafter be amended, no director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of any fiduciary or other duty as a director.

B. The rights and authority conferred in this Article SEVENTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

C. Neither the amendment, alteration or repeal of this Article SEVENTH, nor the adoption of any provision inconsistent with this Article SEVENTH, shall adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, alteration or repeal with respect to acts or omissions occurring prior to such amendment, alteration, repeal or adoption.

## ARTICLE EIGHTH

Indemnification

Each person who is or was a director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted from time to time by the DGCL as the same exists or may hereafter be amended (but, if permitted by applicable law, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) or any other applicable laws as presently or hereafter in effect. The Corporation may, by action of the Board of Directors, provide indemnification to employees and agents (other than a director or officer) of the Corporation, to directors, officers, employees or agents of a subsidiary, and to each person serving as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, at the request of the Corporation, with the same scope and effect as the foregoing indemnification of directors and officers of the Corporation. The Corporation shall be required to indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors or is a proceeding to enforce such person's claim to indemnification pursuant to the rights granted by this Certificate of Incorporation or otherwise by the Corporation. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article EIGHTH. Any amendment or repeal of this Article EIGHTH shall not adversely affect any right or protection existing hereunder in respect of any act or omission occurring prior to such amendment or repeal.

## ARTICLE NINTH

Amendments to By-laws by the Board of Directors

In furtherance of, and not in limitation of, the powers conferred by law, the Board of Directors is expressly authorized and empowered to:

- (1) adopt any By-laws a majority of the Board of Directors may deem necessary or desirable in connection with the conduct of the affairs of the Corporation,

including provisions governing the conduct of, and the matters which may properly be brought before, meetings of the stockholders and provisions specifying the manner and extent to which advance notice shall be given of and any other procedures regarding (i) the submission of proposals to be considered at any such meeting or (ii) nominations for the election of directors to be held at any such meeting; and

(2) repeal, alter or amend the By-laws by the affirmative vote of a majority of the Board of Directors.

#### ARTICLE TENTH

##### Foreign Ownership Restrictions

The following provisions are included for the purpose of ensuring that ownership of the Corporation remains with United States persons or entities, to the extent required by the Communications Act of 1934, as amended and the rules and regulations promulgated thereunder, as the same may be amended from time to time:

A. If the Corporation is a direct licensee of a broadcast or common carrier station, the Corporation shall not issue to "Aliens" (which term shall include (i) a person who is a citizen of a country other than the United States; (ii) any entity organized under the laws of a government other than the government of the United States or any state, territory, or possession of the United States; (iii) a government other than the government of the United States or of any state, territory, or possession of the United States; and (iv) a representative of, or an individual or entity controlled by, any of the foregoing), either individually or in the aggregate, in excess of 20 percent of the total number of shares of capital stock of the Corporation outstanding at any time and shall seek not to permit the transfer on the books of the Corporation of any capital stock to any Alien that would result in the total number of shares of such capital stock held by Aliens exceeding such 20 percent limit. If the Corporation is not a direct licensee of a broadcast or common carrier station but directly or indirectly controls such a licensee, the foregoing limit shall be 25 percent, unless the Federal Communications Commission approves a higher limit. In the event that the FCC amends the foregoing limits, such amended limits shall apply to this paragraph A of Article TENTH.



B. If the Corporation is a direct licensee of a broadcast or common carrier station, no Alien or Aliens shall be entitled to vote or direct or control the vote of more than 20 percent of (i) the total number of shares of capital stock of the Corporation outstanding and entitled to vote at any time and from time to time, or (ii) the total voting power of all shares of capital stock of the Corporation outstanding and entitled to vote at any time and from time to time. If the Corporation is not a direct licensee of a broadcast station but directly or indirectly controls such licensee, the foregoing limits shall be 25 percent, unless Federal Communications Commission approves a higher limit. In the event that the FCC amends the foregoing limits, such amended limits shall apply to this paragraph B of Article TENTH.

C. Without limiting the generality of the foregoing and notwithstanding any other provision of these Articles of Incorporation to the contrary, any shares of capital stock of the Corporation determined by the Board of Directors to be owned by an Alien or Aliens shall always be subject to redemption by the Corporation by action of the Board of Directors or any other applicable provision of law, to the extent necessary in the judgment of the Board of Directors to comply with the Alien ownership restrictions described in this Article TENTH. The terms, conditions and procedures of such redemption shall be as follows:

(1) the redemption price of the shares to be redeemed pursuant to this Article TENTH shall be equal to the fair market value of the shares to be redeemed, as determined by the Board of Directors in good faith;

(2) the redemption price of such shares may be paid in cash, securities or any combination thereof as determined by the Board of Directors;

(3) if less than all the shares held by Aliens are to be redeemed, the shares to be redeemed shall be selected in any manner determined by the Board of Directors to be fair and equitable;

(4) at least 10 days' prior written notice of the redemption, which notice shall specify the date the redemption is to be effective (the "Redemption Date"), shall be given to the holders of the shares selected to be redeemed (unless waived in writing by any such holder); provided that the Redemption Date may be the date on which written notice shall be given to holders if the cash or securities necessary to effect the redemption shall have been deposited in trust for the

benefit of such holders and such cash and securities are subject to immediate withdrawal by them upon surrender of the stock certificates for their shares to be redeemed duly endorsed in blank or accompanied by duly executed proper instruments of transfer;

(5) without limiting any of the rights or remedies set forth in this Article TENTH, from and after the Redemption Date, the shares to be redeemed shall cease to be regarded as outstanding and any and all rights of the holders in respect of the shares to be redeemed or attaching to such shares of whatever nature (including any rights to vote or participate in dividends declared on capital stock of the same class or series as such shares, excepting only payment of dividends declared prior to the Redemption Date for which the record date precedes the Redemption Date) shall cease and terminate, and the holders thereof thereafter shall be entitled only to receive the cash or securities payable upon redemption; and

(6) such other terms and conditions as the Board of Directors shall determine.

D. The Board of Directors shall have all powers necessary to implement the provisions of this Article TENTH.

FROM RICHARDS, LAYTON & FINGER #10

\*(TUE) 9.14'99 11:00/ST.10:55/NO.4861878544 P 9

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IN WITNESS WHEREOF, CommcoTec Corporation has caused this Restated Certificate of Incorporation to be executed by the following authorized officer of said corporation on this 13 day of September, 1999.

COMMCO TEC CORPORATION,

by



Name: Roderick M. Sherwood III

Title: Chief Financial Officer