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BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

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JAMES O. DAVIS, III
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
LEE E. DRYER*
RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GORDANO
JEFFREY P. GREENBERG
RICHARD B. HADLOW
LISA A. HOPPE
*Admitted only in Tennessee

PAUL L. HUEY
DAVID M. JEFFRIES
CHRISTINE M. POLANS
JEREMY P. ROSS
JOHN P. RUDY, II
EDWARD O. SAVITZ
ALICIA J. SCHUMACHER
DANIEL H. SHERMAN, IV
H. BRADLEY STAGGS
RANDY K. STERNS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

December 13, 1995

Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 3239

VIA FEDERAL EXPRESS

Re: Canadian Media Enterprises, L.C.

800001661688
-12/14/95--01053--001
****337.50 ****337.50

Gentlemen:

On behalf of our above-captioned client, enclosed please find an original and one copy of the Articles of Organization, together with our firm's check in the amount of \$337.50, representing the following fees:

1. Filing fee for Articles of Organization:	\$250.00
2. Fee for filing certificate designating Registered Agent:	35.00
3. Fee for obtaining certified copy of Articles:	<u>52.50</u>
	\$337.50

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter.

Sincerely,

Randy K. Stern

Randy K. Sterns

RKS/pl
Enc.

87248.01

SN DEC 18 1995

FILED
DEC 14 AM 9:13
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
Dec 11, 95

ARTICLES OF ORGANIZATION
OF
CANADIAN MEDIA ENTERPRISES, L.C.

FILED
95 DEC 14 AM 9:13
TALLAHASSEE, FLORIDA

The undersigned members hereby join together to form a limited liability company under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), and adopt the following Articles of Organization:

ARTICLE I

Name

The name of this limited liability company shall be CANADIAN MEDIA ENTERPRISES, L.C. (the "Company").

ARTICLE II

Duration of Existence

The Company shall commence its existence on December 11, 1995, but not later than the date these Articles of Organization are filed by the Florida Department of State. The Company shall remain in existence for the lesser of a 30 year period or the occurrence of the death, retirement, resignation, bankruptcy or dissolution of any member, unless within 90 days after the occurrence of such event a majority in interest of such remaining members agree to continue the business.

ARTICLE III

Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under the Act.

ARTICLE IV

Business Address and Initial Registered Agent

The Company's initial business address is 2725 Thornhill Road, Auburndale, Florida 33832-4722 and its initial registered agent is Randy K. Sterns, whose address is 220 South Franklin Street, Tampa, Florida 33602.

ARTICLE V

Capital Contributions

Each member shall contribute \$50.00 in cash to the Company and the sum of \$100 shall be the minimum amount permanently and regularly maintained in the Company's account, as stated capital. Additional contributions by members shall be made in accordance with the Company's Operating Agreement, as that agreement may from time to time exist.

ARTICLE VI
Additional Members

Any additional or substituted member may be admitted to membership in the Company only upon the affirmative vote of a majority in interest of the members and upon additional terms and conditions of admission as may be determined by the members at the time of admission. Except as may be provided for in the Operating Agreement, the interests of the members of the Company may not be transferred or assigned.

ARTICLE VII
Continuation of Business
Following Membership Termination

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company may be continued only if an affirmative vote of a majority in interest of the remaining members approves the continuation of the business.

ARTICLE VIII
Management of the Company

Management of the Company shall be vested in a management committee, the membership of which shall be elected by the Company's members on an annual basis. The manner and conduct of each such election and in which such committee shall operate shall be in accordance with applicable provisions of the Company's Regulations and Operating Agreement. The identity of the initial members of the Company's management committee, who shall serve until the first annual meeting of the Company's members or until successors are duly appointed, and the address of each is as follows:

<u>Name</u>	<u>Address</u>
Barbara Boyd	2725 Thornhill Road Auburndale, FL 33832-4722
David Perks	2725 Thornhill Road Auburndale, FL 33832-4722
Geoffrey Stevens	515 West Bay Street, Suite C Tampa, FL 33606

ARTICLE IX
Regulations

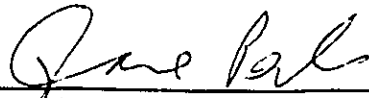
The power to adopt, alter, amend or repeal regulations governing the operation of the Company shall be vested in its members.

ARTICLE X
Indemnification

If, in the judgment of a majority-in-interest of the members of the Company not seeking indemnification, the criteria set forth in §608.4363, Florida Statutes, shall have been met, the Company shall indemnify any managing member, manager, officer, employee or agent of the Company, or his, her or its personal representatives, devisees, heirs, successors or assigns in the manner and to the extent contemplated by such statutory provision or any successor thereto.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization this 13th day of December, 1995.

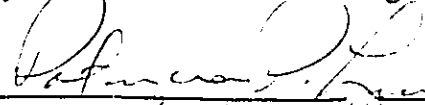
CANADIAN MEDIA ENTERPRISES, L.C.

By: 
David Perks, on behalf of
P&B Implementation Partners, a British
Columbia registered partnership

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

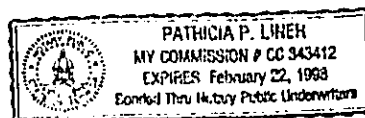
The foregoing instrument was acknowledged before me this 13th day of December, 1995 by DAVID PERKS, who is personally known to me or who has provided _____ as identification.

Notary Public, State of Florida-at Large

Sign: 
Print Name: PATRICIA P. LINEH

My Commission Expires:

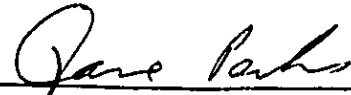
87090.01



**CERTIFICATE DESIGNATING
REGISTERED AGENT**

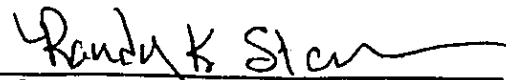
Pursuant to the provisions of §§48.091 and 608.407, Florida Statutes, CANADIAN MEDIA ENTERPRISES, L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Randy K. Sterns, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State, and designates 220 South Franklin Street, Tampa, Florida, 33602, as its Registered Office.

CANADIAN MEDIA ENTERPRISES, L.C.

By: 
David Perks, on behalf of
P&B Implementation Partners, a British
Columbia registered partnership

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named limited liability company and agree to act as such in accordance with the provisions of §§48.091 and 608.407, Florida Statutes.


Randy K. Sterns
Registered Agent

87090.01

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, on this 13th day of December, 1995, personally appeared DAVID PERKS, known to me personally and being first duly sworn, who made the following statements:

1. CANADIAN MEDIA ENTERPRISES, L.C., an entity intending to qualify as a Florida limited liability company (the "Company"), presently has two members, and has appointed the undersigned as its authorized representative.
2. The members of the Company are as follows:
 - a. The Sun Times of Canada, Inc.
 - b. P&B Implementation Partners
3. The members of the Company have contributed a total of \$100.00 to the Company as an initial capital contribution. The members anticipate making additional capital contributions during its first year of operations, in accordance with the terms of its Operating Agreement.


DAVID PERKS

FILED
55 DEC 14 AM 9:13
HILLSBOROUGH COUNTY
FLORIDA

I hereby certify that the foregoing Affidavit was acknowledged before me by DAVID PERKS, who is personally known to me ~~or who produced~~ as identification, on this 13th day of December, 1995.

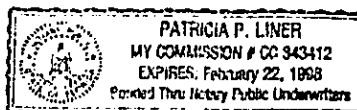
NOTARY PUBLIC, State of Florida at Large

Sign: 

Print Name: PATRICIA P. LINER

My Commission Expires:

87090.01



FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 MAY 15 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE
\$ 238.75

Annual Report \$120.00 + \$138.75 Corporation Supplemental Fee

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address
of Limited Liability Company

DOCUMENT #L95000000970

CANADIAN MEDIA ENTERPRISES, L.C.
2725 THORNHILL RD.
AUBURNDALE FL 33832-4722

1a. Principal Place of Business Address

2725 THORNHILL RD.
AUBURNDALE FL 33832

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

3. Date Organized or Qualified

12/11/1995

3a. State of Formation

FL

4. FEI Number

59-335 7917

☒ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

☐ Not Applicable Fee Required ☐

7. Name and Address of Current Registered Agent

STERN, RANDY K
220 S. FRANKLIN ST.
TAMPA FL 33602

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

10000 133-14-11

-05/22/96--01042--015

****263.75 ****263.75

FL

Zip Code

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

DATE

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MEM BOYD, BARBARA

2725 THORNHILL RD.

AUBURNDALE FL

MEM PERKS, DAVID

2725 THORNHILL RD.

AUBURNDALE FL

MEM STEVENS, GEOFFREY

515 W. BAY ST., STE. C

TAMPA FL

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

Date

Daytime Phone #

INHSE10 R(12-95)

David Perks

Feb. 2 (941) 967-6450