

**CORPORATE
ACCESS,
INC.**

296 000 000 810

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP

7/31/96 (C.R.)

☒ CUS

G.S.

☐ CERTIFIED COPY

☒ PHOTO COPY

☒ FILING

L.L.C.

1.) **Children's Cable Network of North Florida**
(CORPORATE NAME & DOCUMENT #) **L.C.**

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

10.)
(CORPORATE NAME & DOCUMENT #)

FILED
95 JUL 31 PM 2:32
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

300001911223

08702796-01022-013
******293.75 ****293.75**

95 JUL 31 AM 9:36
RECEIVED
OFFICE OF COM. REGISTRATION

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

D. BROWN JUL 31 1996

**ARTICLES OF CORPORATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

FILED
96 JUL 31 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name:

The name of the Limited Liability Company is:

Children's Cable Network of North Florida L.C.

ARTICLE II

Address:

The mailing address and street of the principal office of the Limited Liability Company is:

3814 Gunn Hwy., Suite C Tampa, Florida 33624

ARTICLE III

Duration:

The period of duration for the Limited Liability Company shall be:

The Company shall commence its existence on the day these Articles Of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than July 30, 2026, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV

Management:

The Limited Liability Company is to be managed by a manager or managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The name and address of the initial manager of the company is:

Developed Concepts, Inc.
Ralph R. Fernandez
Kristi R. Brackenbury
3814 Gunn Hwy., Suite C
Tampa, Florida 33624

ARTICLE V

Admission of Additional Members:

Additional members shall be admitted to the Company without the unanimous written approval of all the Members of the Company, provided:

- (a) Under the terms and conditions set forth in the of the Memberships Capital Contribution Section, upon admission of such additional members.
- (b) Complies with the terms and agreements of the membership matters.

Any Member may transfer his/her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a voting member unless an unanimous written consent by all of the other members, other than the member proposing to dispose of his/her interest.

ARTICLE VI

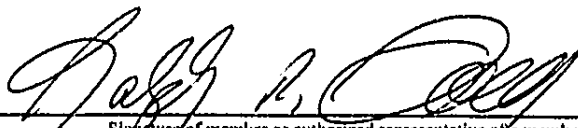
Members Rights to Continue Business:

The Company shall not be dissolved upon the death, retirement, resignation, expulsion bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, without the approval, or unanimous written consent by all the members of the Company.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Children's Cable Network of North Florida L.C., deposes and says:

- (1) the above named limited liability company has at least two members;
- (2) the total amount of cash contributed by the member(s) is \$5,000
- (3) if any, agreed value of property other than cash contributed by member(s) is \$0.
- (4) the total amount of cash or property anticipated to be contributed by members is \$400,000. This total includes amounts from 2 and 3 above.



Signature of member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitute an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

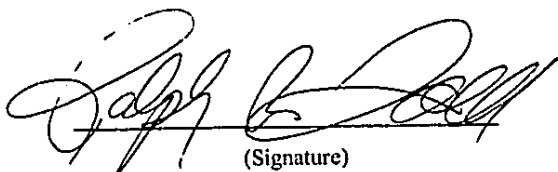
Children's Cable Network of North Florida L.C.

2. The name and address of the registered agent and office is:

Ralph R. Fernandez
3814 Gunn Hwy., Suite C
Tampa, Florida 33624

FILED
96 JUL 31 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


(Signature)

July 30, 1996
(Date)

DEBIT MEMORANDUM

FOR OFFICIAL USE

DATE

NUMBER

TO :
DEPARTMENT OF STATE

08-08 7 000000

L9600000000810

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE, FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	416.25	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	416.25	OTHER	4

CROSS REF	DISTRIBUTION SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	4	122.50
12	45-20-2-130001-45300000-00-000100-00	1	293.75

GRAND TOTAL:

\$

96 AUG 29 PM 1:29
MANUAL MANAGEMENT

RECEIVED

Process Date: 08/09/96

The above named fund(s) has been reduced by the amount of
this check(s) under authority of Section 215.34, F.S.

State Treasurer

PAY TO THE ORDER OF **INSUFFICIENT FUNDS**

DEVELOPED CONCEPTS, INC.
OPERATING ACCOUNT
P.O. BOX 1411
3014 GLEN HAVY, STE. C
TAMPA, FL 33604

AMOUNT PAID
IN FULL
CHECK NUMBER 1108

1108
6/12/96

7/20/96

PRESENTED TWICE

Two Hundred Twenty-Three and 75/100

JUN 9 7 1996

293.75

DOLLARS

Department of State
Division of Corporations
409 E. Gulf
Tallahassee, FL 32399

DO NOT REDEPOSIT INSUFFICIENT FUNDS

MEMO BEING FOR

#001108# #063106129#

1263622780#

#0000029375#



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Look for Federal Reserve's "Original Receipt" on back. If not present, the Fed Cash.

BA1 X01

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08 358168 02-05 JAX FL
08 358168 02-05

DO NOT WRITE, STAMP OR SIGN BELOW THIS LINE
RESERVED FOR FINANCIAL INSTITUTION USE

REPT OF STATE 4500453
FOR DEPOSIT ONLY
-08/02/96--01022--013
*****293.75

ENDORSE CHECK HERE

remer



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 6, 1996

Developed Concepts, Inc.
3814 Gunn Highway, Suite C
Tampa, FL 33624

SUBJECT: CHILDREN'S CABLE NETWORK OF NORTH FLORIDA L.C.
Ref. Number: L96000000810

Debit Memo #: 700639-B

This is to inform you that your check #1108 dated July 30, 1996 in the amount of \$293.75 and submitted for CHILDREN'S CABLE NETWORK OF NORTH FLORIDA L.C. has been returned to us by your bank because of Insufficient Funds.

We request that you remit a cashier's check or money order in amount of \$303.75 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashier's check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 596A00041705

cc: Children's Cable Network of North Florida L.C.
3814 Gunn Highway, Suite C
Tampa, Florida 33624



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1996

Developed Concepts, Inc.
3814 Gunn Highway, Suite C
Tampa, FL 33624

SUBJECT: CHILDREN'S CABLE NETWORK OF NORTH FLORIDA L.C.
Ref. Number: L9800000810

Debit Memo #: 700639-B

Due to your failure to respond to our previous letter advising you of the returned check #1108, the Articles of Organization for CHILDREN'S CABLE NETWORK OF NORTH FLORIDA L.C. have been cancelled and are considered not filed as of October 9, 1996.

The name of your limited liability company is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 596A00045992

L 96000000810

DOCUMENT NUMBER

DATE: 11-1-96

RECEIVED PAYMENT FOR DEBIT MEMO # 700039-73
OF \$ 308.75 . REACTIVATED ARTICLES OF ORGANIZATION.

IN THE AMOUNT

MELINDA LILLISTON

293.75

15.00

500001993855---9
-11/01/96--01016--007
****308.75 ****308.75

L96000000810

STEWART C. ECKHART
JARY M. VETTER
JOSEPH E. TILLY, JR.
MICHAEL N. BROWN
MARIAN P. MCULLICH
ROBERT A. MORA
BENJAMIN O. MORRIS
A. CHRISTOPHER KASTEN, II
RICHARD A. HARRISON
JAMES R. ECKHART
KEVIN P. THOMPSON
M. DAVID LINTON

RALPH C. DELL, OF COUNSEL

† BOARD CERTIFIED, MARITAL
& FAMILY LAW

Law Offices

ALLEN, DELL, FRANK & TRINKLE, P.A.

SUITE 1240, THE HARNETT PLAZA
101 EAST KENNEDY BOULEVARD
POST OFFICE BOX 2111
TAMPA, FLORIDA 33601
(813) 223-5351

LEROY ALLIN (1902-1973)

L. ROBERT FRANK (1924-1989)

JOHN A. TRINKLE, JR. (1928-1991)

AUTOMATIC TELECOPIER
(813) 229-6682

February 20, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002095855--4
-02/24/97--01120--002
*****35.00 *****35.00

Re: Children's Cable Network of North Florida, L.C.

Dear Sir or Madam:

Enclosed please find the following:

1. Certificate of Amendment to Articles of Organization of Children's Cable Network of North Florida, L.C.
2. Statement of Change of Registered Office and Registered Agent by a Florida Limited Liability Company
3. Written Consent to Appointment as Registered Agent
4. Check in the amount of \$35.00 made payable to Secretary of State

FILED
MAR -3 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kindly confirm receipt and filing of these documents by date stamping the enclosed copies and returning them to me in the envelope I have provided.

Thank you for your assistance in this matter. Please call if you have any questions or concerns.

Very truly yours,

ALLEN, DELL, FRANK & TRINKLE, P.A.

Aimee M. Curtis

Aimee M. Curtis

Secretary to A. Christopher Kasten, II

/amc
enc.

RA Chg.

VS MAR 3 1997

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT BY A FLORIDA
LIMITED LIABILITY COMPANY**

FILED
97 MAR -3 AM 10:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following statement is provided pursuant to § 608.416 of the Florida Statutes:

1. The name of the limited liability company is: Children's Cable Network of North Florida, L.C.
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Florida prior to filing this statement is: 3814 Gunn Highway, Suite C, Tampa, Florida 33624.
3. The address, including street and number, to which its registered office is to be changed is: Suite 1240, The Barnett Plaza, 101 East Kennedy Boulevard, Post Office Box 2111, Tampa, Florida 33601.
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Florida, prior to filing this statement is: Ralph R. Fernandez.
5. The name of its new registered agent is: A. Christopher Kasten, II, whose written consent to the appointment is attached.
6. The address of its registered office and address of the business office of its registered agent, as changed, will be identical.
7. This change was authorized by the affirmative vote of a majority of the members of the named liability company.

**CHILDREN'S CABLE NETWORK OF
NORTH FLORIDA, L.C.**

By: Ellis R. Younger

Dated: 2/6/96

WRITTEN CONSENT TO APPOINTMENT AS REGISTERED AGENT

This statement is to acknowledge that Children's Cable Network of North Florida, L.C. has appointed me, A. Christopher Kasten, II, as its registered agent to accept service or process for the company at Suite 1240, The Barnett Plaza, 101 East Kennedy Boulevard, Post Office Box 2111, Tampa, Florida 33601. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

**CHILDREN'S CABLE NETWORK OF
NORTH FLORIDA, L.C.**

By: 

A. Christopher Kasten, II
Registered Agent

Dated: 2-20-97

2030 Main Street
13th Floor
Tallahassee, FL 32310
L960000000810
CCN Capital Group, Inc.

April 4, 1997

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

RE: Children's Cable Network of North Florida, L.C.
Registration Number L96000000810

Dear Sirs/Madam:

Enclosed please find a certificate of amendment to the Articles of Organization for Children's Cable Network of North Florida, L.C.. A check is enclosed in the amount of \$113.75 to cover the filing fees.

Please return the Acknowledgement to.

Ellis N. Younger
CCN Capital Group, Inc.
10231 Slater Avenue Suite 103
Fountain Valley, CA 92708

700002137357--9
-04/09/97--01024--001
*****113.75 *****113.75

If you have any questions regarding this amendment, you can reach me at (800) 222-9431

Sincerely,

Ellis N. Younger

Ellis N. Younger

enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR -9 PM 2:08

APPROVED
AND
FILED

OK

L96000000810

4-9-97

Amended

Carl Lopez &

Carol Sizer

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

CHILDREN'S CABLE NETWORK OF NORTH FLORIDA, L.C.
(A Florida Limited Liability Company)
REGISTRATION NUMBER L96000000810

FIRST: The date of filing of the Articles of Organization was July 31, 1996

SECOND: The following amendments to the articles of organization were adopted by the limited liability company:

ARTICLE II

Address:

The mailing address and street of the principal office of the Limited Liability Company is:

712 South Oregon Avenue
Tampa, FL 33606

ARTICLE IV:

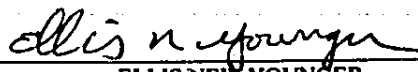
Management:

**THE FOLLOWING MANAGER'S ARE REMOVED AS MANAGING MEMBERS OF
CHILDREN'S CABLE NETWORK OF NORTH FLORIDA, L.C.:**

1. DEVELOPED CONCEPTS, INC.
2. RALPH R. FERNANDEZ
3. KRISTI R. BRACKENBURY

**THE NEW MANAGING MEMBER OF CHILDREN'S CABLE NETWORK OF
NORTH FLORIDA, L.C. SHALL BE:**

CCN CAPITAL GROUP, INC.
712 South Oregon Avenue
Tampa, FL 33606



ELLIS NEIL YOUNGER
President,
CCN Capital Group, Inc.
Manager

DATED: April 4, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 APR -9 PM 2:08

APPROVED
AND
FILED