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STEWART C. EGGERT
GARY M. WITTERS
JOSEPH G. HEYCK, JR.
MICHAEL N. BROWN
MARIAN P. McCULLOCH †
ROBERT A. MORA
BENJAMIN G. MORRIS
A. CHRISTOPHER KASTEN, II
RICHARD A. HARRISON
JAMES S. EGGERT
STEVEN F. 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 BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
POST OFFICE BOX 2111
TAMPA, FLORIDA 33601
(813) 223-5351

LEROY ALLEN (1902-1975)

L. ROBERT FRANK (1924-1989)

JOHN R. 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

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-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
97 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
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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