

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

\$285.00

SUBJECT: Ch. Idrevis cable Network of St. Peters burg/clearwate L.C.
(Proposed limited liability company name - must include suffix)

\$337.50

800002037228--2 -12/24/96--01114--025 ****337.50 *****337.50

\$346.25

Enclosed is an original and one (1) copy of the articles of organization and a check for:

\$293,75

•	Filing Fee & Registered Agent designation	Filing Fee, Registered Agent Designation & Certificate	Registered Agent Designation & Certified Copy	Registered Agent Designation, Certified Copy & Certificate	
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ounta	in Valley, CII	argo, FL City, St	3377 <u>3</u> ate & Zip	1. 66	
-	92,00	(800) 222-95	//	19/30/17	
	 =		nhone number		

NOTE: Please provide the original and one copy of the articles.

December 12, 1996

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

Dear Corporations Division:

Enclosed are the applications, documents, and filing fees to establish,

Children's Cable Network of Florida, Inc.
 Children's Cable Network of St. Petersburg/Clearwater L.C..

Please file the documents for the <u>corporation first</u>, and then the documents for the Limited Liability Company <u>once</u> the corporation is filed. Please return the acknowledgment and copies of the filed documents to:

Ellis N. Younger 10231 Slater Ave. Suite 103 Fountain Valley, CA 92708

A pre-addressed FED EX airbill is enclosed for your convenience.

Should you have any questions, you can call me toll free at (800) 222-9511.

Thank You for your attention in this matter.

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Sincerely,

Ellis N. Younger

ARTICLES OF ORGANIZATION OF



CHILDREN'S CABLE NETWORK OF ST. PETERSBURG/CLEARWATER L.C.

ARTICLE I.

The Limited Liability Company shall conduct business and activities under the name of CHILDREN'S CABLE NETWORK OF ST. PETERSBURG/CLEARWATER L.C., a Florida Limited Liability Company.

ARTICLE II.

The mailing address of the principal office shall be:

12360 66th St. N. Suite Q Largo, FL 33773

ARTICLE III.

Children's Cable Network of St. Petersburg/Clearwater L.C., a Florida Limited Liability Company will naturally terminate and dissolve on December 31, 2026.

ARTICLE IV.

The Managing Member of Children's Cable Network of St. Petersburg/Clearwater, L.C. shall be:

Children's Cable Network of Florida, Inc., a Florida corporation. 12360 66th St. N. Suite Q Largo, FL 33773

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of	hildren's
Cubic Network of ST. Petersburg/charwater 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	\$ 1000.00
3) if any, the agreed value of property other than cash contributed by member(s) is A description of the property is attached and made a part hereto.	\$
4) the amount of cash or property anticipated to be contributed by member(s) is	\$ 600,000.00
'5) the total amount of 2, 3, and 4 is	\$ 601,000.00

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

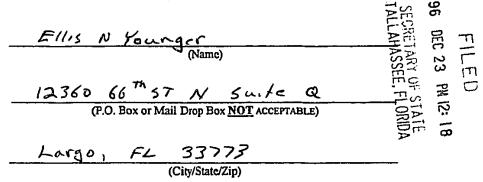
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 ST. Petersburg / clear water Le.

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



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.

Olies n younger 12/9/96 (Date)

Filing Fee: \$ 35 for Designation of Registered Agent