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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED STATE  
SECRETARY OF CORPORATIONS  
97 JUL 23 PM 1:06

C-34 FCC Licensee Subsidiary, LLC

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- ☐ Profit  
☐ NonProfit  
☒ Limited Liability Co.  
☒ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
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DIVISION OF CORPORATION

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7/24/97

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS  
IN THE STATE OF FLORIDA:

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C-34 FCC Licensee Subsidiary, LLC

1. C-34 FCC Licensee Subsidiary, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation  
"L.C." if not so contained in the name at present.)

2. Delaware  
(Jurisdiction under the law of which foreign limited liability  
company is organized)

3. Applied for  
(FEI number, if applicable)

4. March 31, 1997  
(Date of Organization)

5. Perpetual  
(Duration: Year limited liability company will cease to exist  
or "perpetual")

6. Upon the filing of this application with the Department of State.  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1330 Avenue of the Americas, Fifth Floor  
New York, NY 10019  
(Street address of principal office)

8. Name(s) and business address(es) of managing member(s) or manager(s) who will  
manage the foreign limited liability company in Florida: (attach additional page if necessary)

597000003759  
Channel 34 Television Station, Inc.

1330 Avenue of the Americas

Fifth Floor

New York, New York 10019

MGM

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of C-34 FCC Licensee  
Subsidiary, LLC deposes and says:

- 1) the above named limited liability company has at least <sup>one</sup> ~~five~~ members
- 2) the total amount of cash contributed by the member(s) is \$ 1.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 25,000,000 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 25,000,001 . This total includes amounts from 2 and 3 above.

Channel 34 Television Station, Inc., as member

By: M. Brett Herman  
M. Brett Herman, Vice-President/Assistant Secretary/  
Assistant Treasurer

Signature of a member or authorized representative of a member.  
(In accordance with section 609.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Property Contributed to C-34 FCC Licensee Subsidiary, LLC

The property contributed to C-34 FCC Licensee Subsidiary, LCC consists of an FCC station license and related ancillary licenses. The fair market value of the licenses is approximately \$25 million and will be determined at the closing of an asset purchase agreement by which the licenses will be ultimately assigned to the sole member of C-34 FCC Licensee Subsidiary, LCC.

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**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: C-34 FCC Licensee Subsidiary

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

CT Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

*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.*

CT CORPORATION SYSTEM

By: Connie Bryan

(Signature)

CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY

7/23/97

(Date)

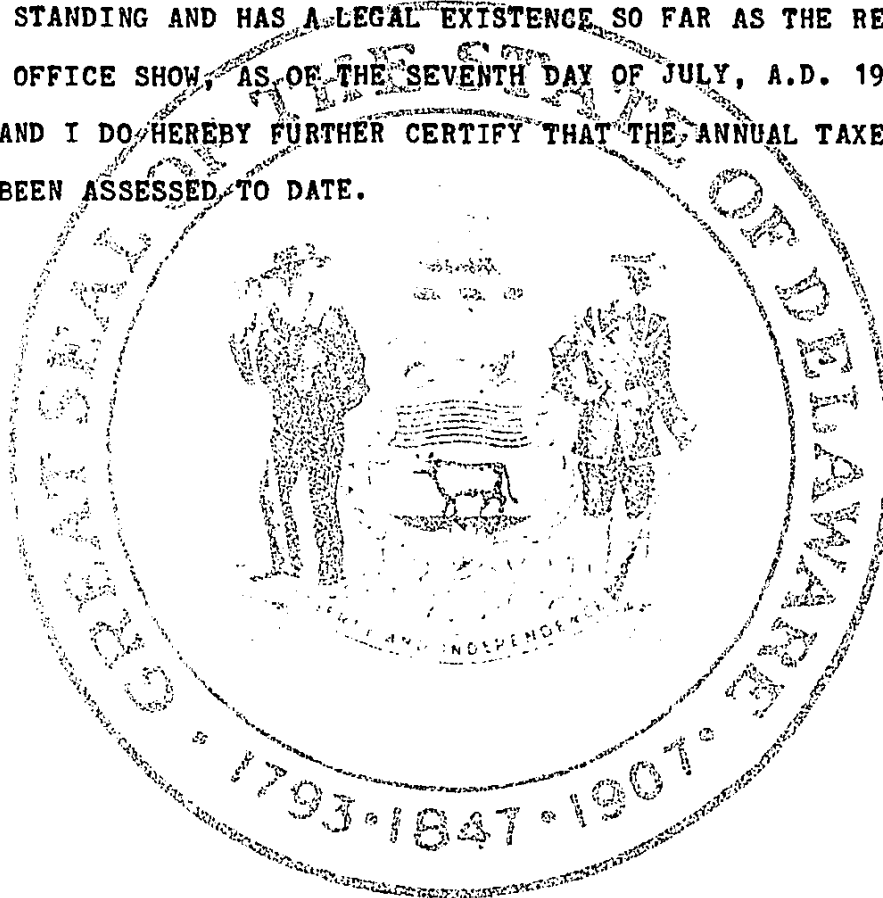
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State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "C-34 FCC LICENSEE SUBSIDIARY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JULY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8545577

DATE:

07-07-97