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Law Offices of
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241 Bradley Place
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Harrison K. Chauncey, Jr.
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May 28, 1999

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

EFFECTIVE DATE
5-26-99

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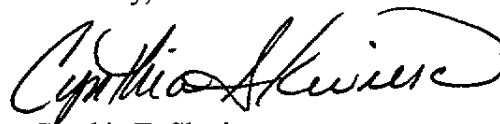
Re: Palm Beach/Treasure Coast Broadcasters Association, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation for the above-referenced not-for-profit corporation, together with a check in the amount of \$70.00 representing the filing and registered agent fees.

Please return the enclosed copy of the Articles stamped with proof of filing in the enclosed envelope. Should there be any questions regarding the enclosed, please do not hesitate to contact me.

Sincerely,



Cynthia F. Skwierc
Paralegal

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TALLAHASSEE FLORIDA

Enclosures

B. BROCK JUN 7 1999

**ARTICLES OF INCORPORATION
OF
PALM BEACH/TREASURE COAST BROADCASTERS ASSOCIATION, INC.**

ARTICLE I - NAME

EFFECTIVE DATE
5-26-99

The name of this corporation is **PALM BEACH/TREASURE COAST BROADCASTERS ASSOCIATION, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSES

This corporation is organized as a corporation not for profit in accordance with the provisions of Chapter 617, Florida Statutes, for the exclusive purposes of disseminating to the public, information relating to the broadcast industry and acting as a clearing house for information of interest to television broadcasters.

No part of the net earnings of the incorporation shall insure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitle to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The corporation shall use or distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any investments in such manner as to subject the corporation

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to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and its Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV - MEMBERS

The members of this corporation shall be such persons as prescribed in the By-Laws. The members shall consist of men and women dedicated to promoting the purposes of this corporation and shall be elected to membership in accordance with the By-Laws.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 241 Bradley Place, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Harrison K. Chauncey, Jr. The street address of the principal office of this corporation is 241 Bradley Place, Palm Beach, Florida 33480.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3).

The names and addresses of the initial Directors of this Corporation are:

John Spinola
4119 Blue Heron Boulevard
West Palm Beach, Florida 33404

Robert Jordan
622 N. Flagler Drive
West Palm Beach, Florida 33401

Victoria Regan
3970 RCA Boulevard
Palm Beach Gardens, Florida 33410

Donn R. Colee, Jr.
P.O. Box 198512
West Palm Beach, Florida 33419

The Directors shall be elected in accordance with the By-Laws.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Harrison K. Chauncey, Jr.
241 Bradley Place
Palm Beach, Florida 33480

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

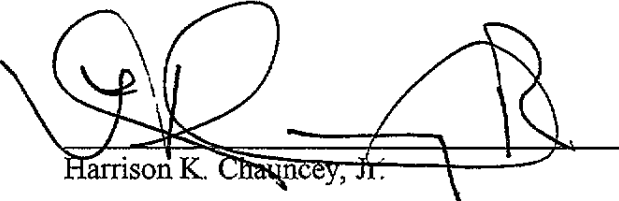
ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and in any amendment thereto.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of May, 1999.


Harrison K. Chauncey, Jr.

STATE OF FLORIDA

COUNTY OF PALM BEACH

This instrument was acknowledged before me this 28th day of May, 1999, by Harrison K. Chauncey, Jr., who is personally known to me and who did not take an oath.


Notary Public



Typed, Printed or Stamped Name of Notary

ACCEPTANCE OF DESIGNATION

The undersigned, Harrison K. Chauncey, Jr., hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Harrison K. Chauncey, Jr.

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