

P000000587416



ACCOUNT NO. : 072100000032

REFERENCE : 733997 4313196

AUTHORIZATION :

Patricia Pajaro

COST LIMIT : \$ 78.75

ORDER DATE : June 16, 2000

ORDER TIME : 10:33 AM

ORDER NO. : 733997-005

800003293938--3

CUSTOMER NO: 4313196

CUSTOMER: Ms. Melissa Willis
MOSS HENDERSON BLANTON &
MOSS HENDERSON BLANTON &
817 Beachland Boulevard

Vero Beach, FL 32964

DOMESTIC FILING

NAME: PARK PLACE CABLE TELEVISION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 16 PM 2:09

RECEIVED
00 JUN 16 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PARK PLACE CABLE TELEVISION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 16 PM 2: 09

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: PARK PLACE CABLE TELEVISION, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Class A common stock (voting) at \$1.00 par value and 1,000 shares of Class B common stock (nonvoting) at \$1.00 par value.

ARTICLE IV

QUORUM FOR STOCKHOLDERS MEETING

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the initial registered office of this corporation is 817 Beachland Boulevard, Vero Beach, Florida, 32963, and the name of the initial registered agent of this corporation is Steve L. Henderson, Attorney, whose street and mailing address is 817 Beachland Boulevard, Vero Beach, Florida 32963.

The principal place of business and mailing address of the corporation shall be 1001 West Lakeview Drive, Sebastian, Florida 32958.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Director(s), initially. The number of Directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one. The name of the initial Director of the corporation is as follows:

<u>Name</u>	<u>Address</u>
James W. Turner	1001 West Lakeview Drive Sebastian, Florida 32958
James T. Turner	1001 West Lakeview Drive Sebastian, Florida 32958

ARTICLE VII

INCORPORATORS

The name and address of the corporation's incorporator is:

Steve L. Henderson, Attorney
817 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VIII

RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

ARTICLE IX

INDEMNIFICATION

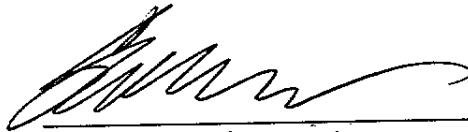
The corporation shall indemnify its officers, directors and authorized agents, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights, pursuant to the provisions of Florida Statute 607.0630 (1995).

IN WITNESS WHEREOF, I have subscribed my hand this 15th day of JUNE, 2000.

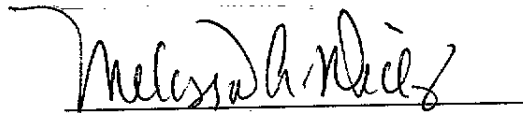


Steve L. Henderson, Attorney
Incorporator and
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 15th day of JUNE, 2000 by Steve L. Henderson who is personally known to me.

(Notarial Stamp)



NOTARY PUBLIC

Name: Melissa A. Willis

State of Florida

My Commission No:

My Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

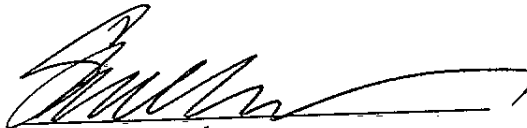
00 JUN 16 PM 2:09

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PARK PLACE CABLE TELEVISION, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Vero Beach, County of Indian River, State of Florida, has named Steve L. Henderson, Attorney, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-styled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Steve L. Henderson
Attorney