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BOWEN & CAMPIONE, P.A.
ATTORNEYS AT LAW

600 Jennings Avenue, Eustis, Florida 32726
Post Office Box 926, Eustis, Florida 32727
Telephone: (352) 589-1414 Facsimile: (352) 589-1726

80 Royal Palm Pointe, Suite 302, Vero Beach, Florida 32960
Telephone: (561) 978-9582 Facsimile: (561) 978-9584

LENNON E. BOWEN, III
DAVID M. CAMPIONE
JASON M. RADSON
CHRISTOPHER C. CAMPIONE
DEREK A. SCHROTH

Reply to: Eustis

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 JAN -9 PM 1:27

January 7, 2001

Via Regular Mail

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Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Re: Articles of Incorporation of Englewood Broadcast Associates, Inc.

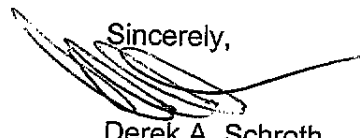
Dear Public Official:

To effectuate the incorporation of Englewood Broadcast Associates, Inc. enclosed are the following documents:

1. One original and one conformed copy of the Articles of Incorporation of Englewood Broadcast Associates, Inc.
2. A check in the amount of \$78.75 payable to the Florida Secretary of State. The amount of the check covers the cost of filing for incorporation (\$35.00), registered agent fee (\$35.00) and certified copy fee (\$2.50).

Please file the Articles of Incorporation, issue a Certificate of Incorporation for Englewood Broadcast Associates, Inc., and take such other actions as are required by law to effectuate the incorporation. Please forward a certified copy of the Articles of Incorporation with the Certificate of Incorporation attached.

Please notify me if there are any questions regarding these documents. Thank you.

Sincerely,

Derek A. Schroth

DAS/edp
Encl.

1-14-02
AC

**Articles Of Incorporation
Of
Englewood Broadcast Associates, Inc.**

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SECRETARY OF CORPORATIONS
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**Article I
Name**

The name of the corporation is Englewood Broadcast Associates, Inc.

**Article II
Applicable Law**

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

**Article III
Duration**

The Corporation will commence its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

**Article IV
Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**Article V
Capital Stock**

The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of voting common stock having no par value, and not more than ten thousand (10,000) shares of nonvoting common stock having no par value. Other than voting rights, the holders of the voting common stock and nonvoting common stock shall have the same rights, privileges and powers, including, but not limited to, the right to participate in dividends. The holders of the nonvoting common stock shall have no voting rights, and all voting rights shall be vested exclusively in the holders of the voting common stock.

**Article VI
Initial Registered Office And Agent
And Principal Office Of The Corporation**

The street and mailing address of the business and principal office of the Corporation is 7451 Colonial Court, Sanford, Florida 32771. The name and Florida street address of the registered agent is Bruce Cox, 7451 Colonial Court, Sanford, Florida 32771.

**Article VII
Preemptive Rights**

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

**Article VIII
Indemnification**

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

**Article IX
Limitation Of Director Liability**

1. A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:
 - a. The director breached or failed to perform his duties as a director; and
 - b. The director's breach of, or failure to perform, those duties constitute:
 - (1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;
 - (2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;
 - (3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 are applicable;
 - (4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or
 - (5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.
2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

**Article X
Initial Board Of Directors**

The initial board of directors will consist of one member. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the director comprising the initial board of directors is:

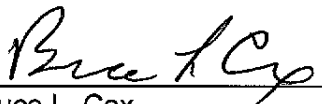
Bruce L. Cox
7451 Colonial Court
Sanford, FL 32771.

**Article XI
Incorporator**

The name and address of the incorporator of the Corporation is:

Bruce L. Cox
7451 Colonial Court
Sanford, FL 32771.

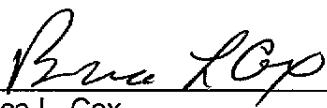
In Witness Whereof, the undersigned being the incorporator of the Corporation has executed these Articles of Incorporation this 1st day of November, 2001.



Bruce L. Cox

Acceptance By Registered Agent

Having been named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and accept all the responsibilities of register agent.



Bruce L. Cox
Registered Agent