

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
Account Number : 076077002775
Phone : (407) 246-8692
Fax Number : (407) 423-7014

FLORIDA PROFIT CORPORATION OR P.A.

WHO TELEVISION DISTRIBUTION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

FILED
02 JAN 22 PM 12:00
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WHO TELEVISION DISTRIBUTION, INC.**

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

WHO TELEVISION DISTRIBUTION, INC.

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having no par value per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be January 22, 2002, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Initial Corporate Office;
Initial Registered Office and Agent**

The street address and mailing address of the initial corporate office of this Corporation is 1717 N. Bayshore Drive, Suite 1245, Miami, Florida 33132. The street address of the initial registered office of this Corporation is 390 N. Orange Avenue, Suite 1500, Orlando, Florida 32801 and the name of the initial registered agent at that address is Michael S. O'Dowd.

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ARTICLE VI - Directors

A. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.

B. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

C. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

D. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Michael S. O'Dowd	390 N. Orange Avenue, Suite 1500 Orlando, Florida 32801

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock

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issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of January, 2002.


Michael S. O'Dowd

STATE OF FLORIDA

COUNTY OF ORANGE

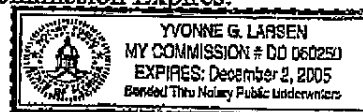
The foregoing instrument was acknowledged before me this 22nd day of January, 2002, by Michael S. O'Dowd, who is personally known to me or has produced as identification.


NOTARY SIGNATURE

YVONNE G. LARSEN
NOTARY NAME PRINTED

Notary Public

My Commission Expires:



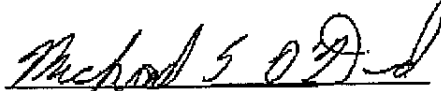
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby states that he is familiar with, and accepts, the obligations to serve as the initial Registered Agent of WHO TELEVISION DISTRIBUTION, INC.


Michael S. O'Dowd

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TALLAHASSEE, FLORIDA