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February 7, 1995

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02/09/95 - 01132 - 014
*** \$70.00 *** \$71.00

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Southland Television Group of Florida, Inc.

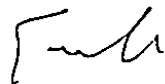
Dear Sir/Madam:

Enclosed is an original and one (1) copy of both the Articles of Incorporation for Southland Television Group of Florida, Inc., and Certificate of Designation of Registered Agent/Registered Office. Also enclosed is a check for \$70.00 for the filing fee and designation of registered agent. Would you please date stamp the enclosed copies and return them to me in the enclosed, stamped envelope.

Thank you for your assistance in this matter.

With best personal regards,

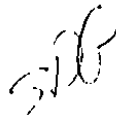
Cordially,



Frank McDaniel
Member
For the Firm

FM/mr
Enclosures

mr corres'la.sos



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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
SOUTHLAND TELEVISION GROUP OF FLORIDA, INC.

I.

The name of the corporation is "SOUTHLAND TELEVISION GROUP OF FLORIDA, INC."

II.

The corporation shall have perpetual duration.

III.

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

IV.

The corporation is a corporation for profit and is organized to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

V.

The corporation shall have authority, acting by its Board of Directors, to issue not more than 1,000 shares of stock of a common class having no par value.

VI.

The initial registered office of the corporation shall be 200 East Broward Boulevard, Suite 1330, Ft. Lauderdale, Broward County, Florida 33301, and the initial registered agent of the corporation at such address is Frank Chirkinian.

VII.

The initial Board of Directors shall consist of 1 member, whose name is Frank Chirkinian.

VIII.

The name and address of the incorporator is: Frank Chirkinian, 200 east Broward Blvd., Suite 1330, Ft. Lauderdale, Florida 33301

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IX.

The mailing address of the initial principal office of the corporation is 200 East Broward Blvd., Suite 1330, Ft. Lauderdale, Florida 33301.

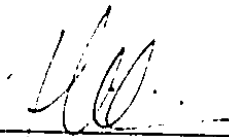
X.

The capital stock of the corporation may be issued in whole or fractional shares, and for money, property, services, or other things of value, or a combination of the same.

XI.

The corporation shall indemnify any director against liability incurred by such director while serving as a member of the board of directors to the full extent allowed by the Florida Business Corporation Act or other applicable law.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation, this the 7th day of February, 1995.



Frank Chirkinian, Incorporator


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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 corporation is: Southland Television Group of Florida, Inc.
2. The name and address of the registered agent and office is:

Frank Chirkinian
200 East Broward Blvd.
Suite 1330
Ft. Lauderdale, FL 33301

Having been named as registered agent and to accept service of process for the above stated corporation 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.



Frank Chirkinian (Signature)

mr@southland fla/regagent

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