



Prentice Hall Legal & Financial Services

ATTN: Wise (904) 222-7405

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

P95000022394

(CORPORATION(S) NAME)

CHARTER NUMBER

Baymeadows Cable Inc.

CHARGE: 0001-1001-22394
03/20/95--010000--0007
****140.00 ****300.00

☐ Amendment
☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☐ Fictitious Business Name
☒ Foreign - Profit
☐ Foreign - Non-Profit
☐ Limited Partnership
☐ Limited Liability
☐ Mtr. Veh.

☐ Merger
☐ Name Reservation
☐ Name Registration
☐ Non-Profit/Articles of Incorporation
☒ Other
☒ Profit/Articles of Incorporation
☐ Reinstatement
☐ Resignation of R.A., Off/Dir
☐ Trademark
☐ UCC/Filing 1
☐ UCC/Filing 3

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TALLAHASSEE
SECRETARY OF STATE

☒ Certified Copy
☒ Photocopy
☐ Corporate Print-Out
☐ Fictitious/Owner Search

☐ CUS
☐ Good Standing
☐ R.A., Off/Dir Search

(X) Walk In

() Call If Problem

() Will Wait

(X) Pick up 3/20 9:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

F. CHESSER MAR 20 1995

BRANCH ORDERING: _____ BY: _____
BRANCH RECEIVING: _____ BY: _____
REF/JOB # _____
CLIENT MATTER # _____
SAME DAY _____ 24 HR _____ ROUTINE _____
VERBAL REQUESTED: YES OR NO
DATE SENT: ___/___/___ MAIL FAX _____ FED EXP. _____
FILED: ___/___/___
SENT TO: BRANCH _____ CLIENT _____
SPECIAL INSTRUCTIONS: _____

CHECK # _____
ST./CTY/ FEES _____
CORR. FEE/ _____
SPEC. HANDL. _____
MESSENGER _____
COPIES _____
FAX FEE _____
OTHER _____
TOTAL _____

ARTICLES OF INCORPORATION
OF
BAYMEADOWS CABLE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is Baymeadows Cable, Inc.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 6622 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE V-INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are E. Lanier Drew, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same

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by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of March, 1995.



E. Lanier Drew

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, Baymeadows Cable, Inc., 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 Baymeadows Cable, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND SMITH HULSEY & BUSEY IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By *Harry L. Miller*
Its Vice-President

Date 3/15/95

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