

P95000067803

BILLING, COCHRAN, HEATH, LYLES & MAURO, P.A.

THE LEGAL CENTER BUILDING
888 S.E. 3RD AVENUE, SUITE 301
FORT LAUDERDALE, FLORIDA 33316

GREGORY T. ANDERSON*
STEVEN F. BILLING*
PAUL C. BUCKLEY
CLARK J. COCHRAN, JR.*
W. TUCKER CRAIG*
THOMAS C. HEATH*
DENNIS E. LYLES*
JOHN W. MAURO*
SHAWN B. MCKAMEY
KENNETH W. MORGAN, JR.
RAUL ROMAGUERA
ALINE O. RUDDY

BROWARD: (305) 764-7180
DADE: (305) 940-7499
FAX: (305) 764-7279

PLEASE REPLY TO
POST OFFICE BOX 21627
FORT LAUDERDALE 33305-1627

WEST PALM BEACH OFFICE
REFLECTIONS OFFICE CENTRE
450 AUSTRALIAN AVENUE, SUITE 500
WEST PALM BEACH, FLORIDA 33401

PALM BEACH: (407) 859-8970
BROWARD: (305) 763-2355
FAX: (407) 859-6173

August 15, 1995

*SHAREHOLDERS

Secretary of State
State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

300001565473
-08/21/95--01095--011
****122.50 ****122.50

Re: Florida Cable Company, Inc.

Dear Sir/Madam:

Enclosed herein please find Articles of Incorporation, as well as our check in the amount of \$122.50 as your fee in connection therewith.

Please forward the Certificate indicating that these Articles have been filed directly to the undersigned. A stamped, self-addressed envelope is enclosed for your convenience.

Thank you for your cooperation and, if there is anything further you require in order to file these Articles, please do not hesitate to contact the undersigned.

Very truly yours,

KENNETH W. MORGAN, JR.
For the Firm

KWM/rml
Enclosure

495-16908

8.22

95 SEP -1 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 22, 1995

KENNETH W. MORGAN, JR.
POST OFFICE BOX 21627
FT. LAUDERDALE, FL 33316

SUBJECT: FLORIDA CABLE COMPANY, INC.
Ref. Number: W95000016908

We have received your document for FLORIDA CABLE COMPANY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 695A00039238

FILED

95 SEP -1 PM 4: 17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA CABLE SERVICES, INC.

I, the undersigned, for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation of liabilities, rights, privileges and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I

The name of the Corporation is **FLORIDA CABLE SERVICES, INC.**, whose address is 7410 Southwest 42nd Place, Suite D, Gainesville, Florida 32607.

ARTICLE II

The general nature of the business or businesses to be transacted is as follows:

Section 1: To buy, sell, service and maintain satellite and cable television programming equipment.

Section 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.

Section 3: To generally engage in, do or perform any enterprise, act or vocation that a natural person might do or perform.

Section 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of these purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether specified herein or not, either alone or in connection with other firms, individuals or corporation, either in this State or throughout the United States, and elsewhere.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be one hundred (100) shares of One Dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida.

ARTICLE IV

The name of the initial registered agent of this Corporation is Michael Bouffard and the initial address of the initial registered agent is 7410 Southwest 42nd Place, Suite D, Gainesville, Florida 32607.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

The name and address of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until the successors are elected and have qualified, is:


Michael Bouffard
7410 S.W. 42nd Place
Suite D
Gainesville, Florida 32607

ARTICLE VIII

The 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 stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator have hereunto set my hand and seal for the purpose of

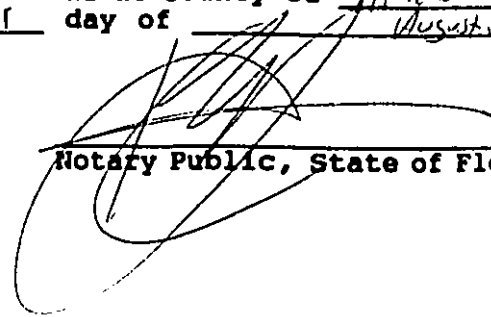
forming this corporation under the Laws of the State of Florida,
this 11 day of August, 1995.


Michael Bouffard (SEAL)

STATE OF FLORIDA)
COUNTY OF Alachua) SS.:

BEFORE ME, the undersigned authority, this day personally
appeared before me, an officer duly authorized to administer oaths
and take acknowledgements, Michael Bouffard, to me well known to be
the persons described in and who executed the foregoing and
acknowledged before me that they executed the same freely and
voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at County of Alachua
and State of Florida, this 11 day of August,
1995.


Notary Public, State of Florida

My commission expires:

OFFICIAL NOTARY SEAL
KENNETH W MORGAN JR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC75823
MY COMMISSION EXP. JUNE 21, 1999

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

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

First - that Florida Cable Services, 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 Gainesville, County of Alachua, State of Florida, has named Michael Bouffard, located at 7410 Southwest 42nd Place, Suite D, Gainesville, Florida 32607, its agent to accept service of process within this State.

Having been named to accept service of process for the above Corporation, at 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.


Registered Agent

FILED
95 SEP - 1 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA