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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. COMMUNITY INFORMATION TELEVISION, INC
(Corporation Name) (Document #)
2. COMMUNITY INFORMATION TELEVISION OF TAMPA, INC.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Amended
Restated

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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent Name
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/ QUALIFICATION	
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**AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
COMMUNITY INFORMATION TELEVISION OF TAMPA, INC.**

Articles of Incorporation

AEM/Community Information Television of Tampa, Inc.
1/6/98

**AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
COMMUNITY INFORMATION TELEVISION OF TAMPA, INC.**

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Articles of Incorporation

AEM/Community Information Television of Tampa, Inc.
1/6/98

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WHEREAS, the Articles of Incorporation of COMMUNITY INFORMATION TELEVISION OF TAMPA, INC. were filed with and approved by the Secretary of State of Florida on the 14th day of November, 1995; and

WHEREAS, it is the intention of all of the shareholders and all of the directors of COMMUNITY INFORMATION TELEVISION OF TAMPA, INC. that the Articles of Incorporation be amended and restated in accordance with the Amended and Restated Articles of Incorporation hereinafter set forth, which amendments include, among other things, the change of the Corporation's authorized stock from ten thousand (10,000) shares of common stock with a par value of one dollar (\$1.00) per share to one million (1,000,000) shares of common stock with a par value of one cent (\$0.01) per share, cumulative voting and pre-emptive rights; and

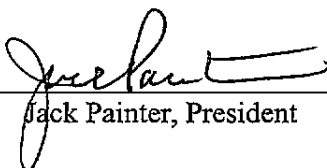
WHEREAS, the proposed AMENDED AND RESTATED ARTICLES OF INCORPORATION OF COMMUNITY INFORMATION TELEVISION OF TAMPA, INC. hereinafter set forth was approved by all of the shareholders and all of the directors of COMMUNITY INFORMATION TELEVISION OF TAMPA, INC. on the 22nd day of September, 1997; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed Amendment and Restatement hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of COMMUNITY INFORMATION TELEVISION OF TAMPA, INC. are hereby deleted in their entirety and amended and restated by substituting therefor the AMENDED AND RESTATED ARTICLES OF INCORPORATION OF COMMUNITY INFORMATION TELEVISION OF TAMPA, INC. as set forth in Exhibit "A" attached hereto.

IN WITNESS WHEREOF, this Amendment and Restatement of Articles of Incorporation is hereby executed on behalf of COMMUNITY INFORMATION TELEVISION OF TAMPA, INC. by its President this 31 day of January, 1998.

COMMUNITY INFORMATION TELEVISION OF TAMPA, INC.

By: 
Jack Painter, President

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EXHIBIT "A"

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMMUNITY INFORMATION TELEVISION OF TAMPA, INC.**

ARTICLE I

Name

The name of the Corporation is **COMMUNITY INFORMATION TELEVISION OF TAMPA, INC.**

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be November 14, 1995, as provided by Section 607.0203 of the Florida Business Corporation Act (the "Act"), and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Principal Office

The principal office of the Corporation is at 402 Reo Street, Suite 204, Tampa, FL 33609.

ARTICLE IV

Purposes

The Corporation may engage in the transaction of any or all lawful business in which corporations may lawfully engage under the laws of the State of Florida.

ARTICLE V

General Powers

The Corporation shall have power:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

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(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real property or personal property, tangible or intangible, or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property or assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833 of the Act.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or any other entity, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and receive and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and locate and have offices and exercise the powers granted by law within or without this state.

(i) To elect directors and appoint officers, employees and agents of the Corporation and define their duties, fix their compensation, and lend them money and credit.

(j) To make, alter and amend bylaws, not inconsistent with its Articles of Incorporation

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or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will aid governmental policy.

(m) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the Corporation.

(n) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(o) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(p) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(q) To sue and be sued, complain and defend in its corporate name.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

The foregoing powers are not intended to restrict or to limit the powers of the Corporation under the laws of the State of Florida, but to expand or assure that the Corporation shall have the foregoing powers, whether or not they are provided by the laws of the State of Florida. It is intended that the Corporation shall have all powers permitted to corporations in the State of Florida, whether the same are enumerated above or in the Florida Statutes.

ARTICLE VI

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one million (1,000,000) shares of common stock having a par value of one cent (\$0.01) per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the

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stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be fully paid and shall be nonassessable.

ARTICLE VII

Registered Office and Agent

The street address of the registered office of the Corporation is 402 Reo Street, Suite 204, Tampa, FL 33609, and the name of its registered agent at such address is Jack Painter. The Corporation may change its registered office or its registered agent or both at any time by filing with the Department of State of the State of Florida a statement complying with the requirements of the Act for same.

ARTICLE VIII

Directors

The Corporation will have nine (9) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation by action of the Board of Directors, provided that the Corporation will always have at least 1 but no more than 11 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Jack Painter	2210 Coffee Pot Blvd. St. Petersburg, FL 33704
George LaBanca	8921 1st Street Northeast St. Petersburg, FL 33702
Gerry Hogan	416 Brightwaters Blvd., N.E. St. Petersburg, FL 33704
Randall F. Greene	1916 North 14 th Street Suite 203 Tampa, FL 33605

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Michael T. Irwin	5830 Balao Way South St. Petersburg Beach, FL 33706
Robert M. Beall, II	1806 38th Avenue E. Bradenton, FL 34208
R. Scott Smith	2514 Watrous Avenue Tampa, FL 33629
Kenneth A. Banks	5631 Bayview Drive Seminole, FL 33772
Robert Magnan	1238 Monterey Blvd St. Petersburg, FL

ARTICLE IX **Incorporator**

The name and address of the incorporator of this corporation was Michael D. Osterhout, 2504 Regal Oaks, Lutz, FL.

ARTICLE X **Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation expressly elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act shall not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE XI **Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation expressly elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902. Therefore, the terms and provisions of Section 607.0902, 607.1302(1)(c) and 607.1320 of the Act shall not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

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ARTICLE XII

Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

ARTICLE XIII

Indemnification

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission, by a majority vote of the disinterested directors, of the Board of Directors.

ARTICLE XIV

Cumulative Voting

At each election of directors, every shareholder entitled to vote at that election shall have the right to cumulate his votes by giving one candidate as many votes as the product of the number of directors to be elected at that time multiplied by the number of shares owned by such shareholder, or by distributing those votes on the same principle among any number of candidates.

ARTICLE XV

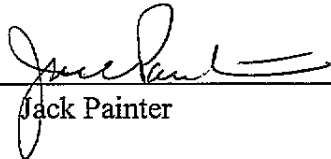
Amendment

The corporation reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon the stockholders of this corporation are subject to this reservation.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: January 8, 1998



Jack Painter

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TALLAHASSEE, FLORIDA

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