

CAPITAL CONNECTION, INC.

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Root Communications, Inc.

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

☒ Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

☒ Cert. Copy _____

Photo Copy _____

☒ Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

FILED
97 DEC 31 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 31 PM 11:26

Don K. Kemer
reinstated
& CUS
#601.25 cert
3500 file

Signature _____

Requested by: *DL*

12/31

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROOT COMMUNICATIONS, INC.

FILED
97 DEC 31 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be Root Communications, Inc. (the "Corporation").

ARTICLE II. NATURE OF BUSINESS

The sole purpose of the Corporation shall be to serve as general partner of Root Communications Group, L.P., a Delaware limited partnership (the "Partnership"), and in furtherance of such purpose may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation incidental to such purpose.

ARTICLE III. CAPITAL STOCK

A. Classes of Common Stock. The total number of shares of all classes which the Corporation shall be reduced from Seventy-Five Thousand (75,000) shares of common stock, \$.01 par value per share, to One Thousand (1,000) shares of common stock, consisting of three classes divided and designated as follows:

(i) 400 shares of Class A Voting Common Stock, \$.01 par value per share ("Class A Voting Common Stock");

(ii) 100 shares of Class A Nonvoting Common Stock, \$.01 par value per share ("Class A Nonvoting Common Stock"); and

(ii) 500 shares of Class B Voting Common Stock, \$.01 par value per share ("Class B Common Stock").

B. Conversion Right.

(i) Each share of Class A Nonvoting Common Stock shall, at the option of its holder, be at any time convertible into one share of the Corporation's Class A Voting Common Stock, subject to the Federal Communications Commission granting its consent prior to such conversion to the extent required.

(ii) To exercise the conversion privileges provided in subsection (i) of this Section III.B, the holder of certificates representing shares of Class A Nonvoting Common Stock to be converted shall surrender such certificates to the Corporation, duly endorsed in blank for transfer, accompanied by written notice of election to purchase such shares (a "Conversion Notice"). As soon as practicable after surrender of the certificates, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Class A Voting Common Stock into which shares of Class A Nonvoting Common Stock have been converted. The conversion shall be deemed to have been effected, and the shares of Class A Voting Common Stock into which surrendered shares have been converted shall be deemed to have been issued on the date the Corporation receives the Conversion Notice with respect to such conversion. If less than all of the shares represented by the surrendered certificates have been converted, a new certificate shall be issued by the Corporation to evidence the remaining shares.

(iii) All shares of Class A Voting Common Stock issued upon the conversion of shares of Class A Nonvoting Common Stock shall be validly issued and, if the shares from which the newly issued shares were converted were fully paid and non-assessable, such new shares shall be fully paid and non-assessable. The Corporation shall pay any taxes payable in respect of Class A Voting Common Stock issued upon the conversion of the shares. The Corporation shall not be required, however, to pay any tax imposed in connection with any transfer involved in the issuance and delivery of certificates of Class A Voting Common Stock in a name other than that of the holder of Class A Nonvoting Common Stock converted.

C. Voting Rights.

(i) Except as otherwise provided by law, voting rights for the election of directors and for all other purposes shall be vested exclusively in the holders of Class A Voting Common Stock and Class B Common Stock. Each holder of any shares of Class A Voting Common Stock and Class B Common Stock shall have one vote per share held.

(ii) The holders of Class A Nonvoting Common Stock shall have no voting rights with respect to such shares except as otherwise required by law; provided, however, that without the prior written consent of the holders of a majority of the issued and outstanding Class A Nonvoting Common Stock, the Corporation, either in its own right or in its capacity as general partner of the Partnership, shall have no authority to, and shall not, directly or indirectly take, or cause or permit the Partnership to take, any of the following actions:

(a) authorize or effect the merger or consolidation of the Corporation, the Partnership or any subsidiary of the Partnership (a "Subsidiary") with any other Person;

(b) authorize or effect the sale, lease, license, abandonment or other disposition of all or any substantial portion of the Corporation's, the Partnership's or any Subsidiary's assets;

(c) authorize or effect the liquidation (whether partially or in the entirety), dissolution or winding up of the Corporation, the Partnership or any Subsidiary;

(d) authorize or increase the authorized number of shares of, or issue any class or series of the Corporation's capital stock or any options, warrants or other rights to acquire any such capital stock;

(e) make an election on behalf of the Partnership for United States federal income tax purposes to be classified other than as a partnership;

(f) declare, pay or make any distribution with respect to its capital stock;

(g) amend its Articles of Incorporation or Bylaws; or

(h) take any action, which under the Amended and Restated Agreement of Limited Partnership of the Partnership, as amended from time to time, requires the consent or approval of any of the holders of the Class A and Class B Units of the Partnership.

ARTICLE IV. ADDRESS

The principal street address of the Corporation is 525 Fentress Boulevard, Daytona Beach, Florida 32114 and the mailing address of the Corporation is P.O. Box 2860, Daytona Beach, Florida 32120-2860.

The street address of the registered office of the Corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33840 and the name of the registered agent of the Corporation at that address is Angell Corporate Services, Inc.

ARTICLE V. TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The number of members of the Corporation's Board of Directors shall be five (5), as such number may be increased or decreased only by the shareholders and in no event shall such number be less than one (1).

ARTICLE VII. INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Florida Business Corporation Act prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. EFFECTIVE DATE OF INCORPORATION

These Amended and Restated Articles of Incorporation shall be effective as of the 31st day of December, 1997.

ARTICLE X. CERTIFICATION

These Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation of the Corporation that require shareholder approval.

The amendments to the Articles of Incorporation were approved by the written consent of the sole shareholder of the Corporation as of the 29th day of December, 1997, which consent was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 30th day of December, 1997.

ROOT COMMUNICATIONS, INC.



James D. Devis, President

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

The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

Root Communications, Inc., desiring to organize under the laws of the State of
Florida with its registered office, as indicated in the Articles of Incorporation, in the
Town of Palm Beach, County of Palm Beach, State of Florida, has named Angell
Corporate Services, Inc., located at 250 Royal Palm Way, Suite 300, Palm Beach, Florida
33480, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at
the place designated in this Certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 30th day of December, 1997.

ANGELL CORPORATE
SERVICES, INC.

By: 
Jonathan E. Cole
Its: President