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1201 HAYS STREET

TALLAHASSEE, FL 32310-2607

904-222-1111

(4-222-1111) FAX

800-342-8087



networks

PRIESTER FIRM
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 963298 80749B

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 22, 1996

ORDER TIME : 11:59 AM

ORDER NO. : 963298

CUSTOMER NO: 80749B

CUSTOMER: Charles T. Boyle, Esq
FARR FARR EMERICH SIFRIT AND
HACKETT, PA

900001889719

-05/27/96--01001--002

***122.50 ***122.50

115 West Olympia Avenue
Punta Gorda, FL 33950

DOMESTIC FILING

NAME: HEARTLAND BROADCASTING
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 24 AM 11:03

RECEIVED
96 MAY 24 PM 3:19
DIVISION OF CORPORATIONS

96 MAY 24 AM 11:03

ARTICLES OF INCORPORATION
OF
HEARTLAND BROADCASTING CORPORATION

ARTICLE I

The name of this corporation is HEARTLAND BROADCASTING CORPORATION. The principal office and/or mailing address of this corporation is as follows: 300 Klispie Drive, Punta Gorda, Florida 33982.

ARTICLE II

This corporation is organized for the following purposes: To carry on any business, occupation, undertaking or enterprise and to exercise any power or authority which may be done by a private corporation organized and existing under and by virtue of Florida Statutes, Chapter 607 (1991), and it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Florida Statutes, Chapter 607, (1991).

ARTICLE III

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, all of which shall be fully paid and non-assessable.

ARTICLE IV

The corporation elects to have preemptive rights.

ARTICLE V

The street address of the initial registered office of this corporation is 115 West Olympia Avenue, Punta Gorda, Florida 33950, and the name of the initial Registered Agent of this

corporation at that address is CHARLES T. BOYLE.

ARTICLE VI

The name and address of each incorporator is as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
CHARLES T. BOYLE	115 West Olympia Avenue Punta Gorda, FL 33950

ARTICLE VII

The business of this corporation shall be conducted by a board of directors which shall consist of one or more members, the exact number of said board of directors to be fixed from time to time by the bylaws of this corporation.

ARTICLE VIII

The name and post office addresses of the initial board of directors, the president, secretary and treasurer (and other officers, if applicable) who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

<u>DIRECTORS</u>	<u>ADDRESS</u>
HAROLD M. KNELLER	300 Klispie Drive Punta Gorda, FL 33950
JANET KNELLER	300 Klispie Drive Punta Gorda, FL 33950

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
HAROLD M. KNELLER	President Treasurer	300 Klispie Drive Punta Gorda, FL 33950
JANET KNELLER	Vice Pres./ Secretary	300 Klispie Drive Punta Gorda, FL 33950

ARTICLE IX

The name and address of each subscriber to the shares of stock of the corporation and a statement of the number of shares of stock which each agrees to take are as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>ADDRESS</u>
HAROLD M. KNELLER	51	300 Klispie Drive Punta Gorda, FL 33950
JANET KNELLER	49	300 Klispie Drive Punta Gorda, FL 33950

ARTICLE X

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his or her death on the terms set forth above,


and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

"These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

IN WITNESS WHEREOF, the undersigned, has made, subscribed and acknowledged these Articles of Incorporation, this 20th day of May, 1996.

HEARTLAND BROADCASTING CORPORATION

By: 
CHARLES T. BOYLE
Incorporator

STATE OF FLORIDA
COUNTY OF CHARLOTTE

Before me, the undersigned authority, personally appeared CHARLES T. BOYLE, who is personally known to me, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me according to law that he made and subscribed the same for the purposes therein expressed and mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of May 1996.

My Commission Expires:


Notary Public/State of Florida

Rachel S. Heinold
Printed Name of Notary
(AFFIX SEAL)



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 24 AM 11:03

Pursuant to of Florida Statutes, Section 48.091 (1989),
the following is submitted, in compliance therewith:

First: That, HEARTLAND BROADCASTING CORPORATION,
desiring to organize under the laws of the State of Florida, with
its principal office, as indicated in the Articles of Incorpora-
tion, at City of Punta Gorda, County of Charlotte, State of
Florida, has named:

CHARLES T. BOYLE

located at 115 West Olympia Avenue, Punta Gorda, County of
Charlotte, State of Florida, as its agent to accept service of
process within this State.

HEARTLAND BROADCASTING CORPORATION

By: 
CHARLES T. BOYLE, Incorporator

ACCEPTANCE

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said law relative to keeping open said office.


CHARLES T. BOYLE,
Registered Agent