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7301 So. Dixie Highway  
West Palm Beach, Florida  
33405-0355

May 22, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Federal Express

Attn: Corporate Records Division

500001840000  
-05/31/96---01097---016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: HEPBURN'S BROADCAST CONNECTIONS, INC.

Dear Sir:

Enclosed are the Articles of Incorporation and the Designation of Registered Agent for the above corporation and our check in the amount of \$122.50 covering the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Resident Agent	\$35.00

Please return certified copy in the enclosed return addressed, stamped envelope.

Thank you for your kind assistance.

Very truly yours,

*Phillip T. Crenshaw*  
Phillip T. Crenshaw

PTC/jr  
Enclosures

96 MAY 31 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

6596

ARTICLES OF INCORPORATION  
OF

HEPBURN'S BROADCAST CONNECTION, INC.

FILED  
96 MAY 31 AM 8 45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, natural person competent to contract, hereby adopt and subscribe the following Articles of Incorporation for the purpose of forming a corporation under the laws of the state of Florida.

ARTICLE I

NAME

The name of this corporation is HEPBURN'S BROADCAST CONNECTION, INC.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of One Dollar par value common stock which shall be designated "common stock".

ARTICLE IV

PREEMPTIVE RIGHTS

Any shareholder, upon the sale of any new issued stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done within issuance of fractional shares) at the price and terms at which it is offered to others.

## ARTICLE V

### RESTRICTION ON TRANSFER OF STOCK

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless first offered to the corporation and then to the remaining shareholders of this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by By-Law of this corporation.

## ARTICLE VI

### DURATION

The corporation is to exist perpetually commencing at the time of filing of the Articles of Incorporation by the Secretary of State.

## ARTICLE VII

### DIRECTORS

The corporation shall have at least one Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but there shall never be less than one Director. The name and street address of the initial Director is:

George T. Hepburn

325 Garden Road  
Palm Beach, Florida 33480

## ARTICLE VIII

### LIMITATION OF DIRECTOR'S LIABILITY

A director of this corporation shall not be personally liable to the corporation or its stockholders for money damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted

under the Florida General Corporation Law. If the Florida General Corporation Law is amended after approval by the stockholders of this Article to authorize corporation action further eliminating or limiting the personal liability of directors then the liability of director of the corporation shall be eliminated or limited to the fullest extent permitted by applicable Florida or general law, and as amended from time to time without further action by the stockholders.

Any repeal or modification of this Article shall not increase the personal liability of any director of this corporation for any act or occurrence taking place prior to such repeal or modification, or otherwise adversely effect any right or protection of a director of corporation existing at the time of such repeal or modification. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability of a director which has not been eliminated by the provisions of this Article.

#### ARTICLE IX

##### INCORPORATORS

The name and street address of the person signing these Articles of Incorporation are the same as in Article VII.

#### ARTICLE X

##### BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 325 Gardon Road, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is George T. Hepburn.

IN WITNESS WHEREOF, the undersigned being the initial incorporators have executed these Articles of Incorporation, this 22nd day of May, 1996.

  
\_\_\_\_\_  
GEORGE T. HEPBURN, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, GEORGE T. HEPBURN, as Incorporator for HEPBURN'S BROADCAST CONNECTION, INC., to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and that he acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and seal this 22nd day of May, 1996.

[SEAL]

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

OFFICIAL NOTARY SEAL  
JOSE RIVERA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC217723  
MY COMMISSION EXP. JULY 23, 1996

CERTIFICATE FOR  
HEPBURN'S BROADCAST CONNECTION, INC.

DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA  
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

FILED  
96 MAY 31 AM 8 45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First---That HEPBURN'S BROADCAST CONNECTION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at:

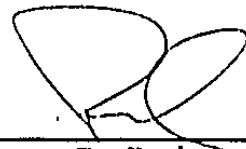
325 Garden Road  
Palm Beach, Florida 33480.

Has named George T. Hepburn

Located at 325 Garden Road, Palm Beach, Florida 33480.

As its registered agent to accept service of process within the State of Florida.

SIGNATURE

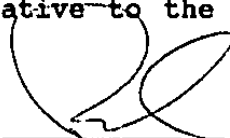
  
George T. Hepburn

TITLE: President

DATE: MAY 22, 1996

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby 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.

Signature:

  
George T. Hepburn

Date: MAY 22, 1996