

BAKER

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Fax (407) 841-0100

WRITER'S DIRECT DIAL NUMBER (407)

649-4032

July 3, 1996

Secretary of State  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

300001885463  
-07/05/96--01082--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Mile High Media, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 representing the required fees and charges.

Please file these Articles of Incorporation in the usual manner and forward a certified copy of the Articles to this office.

If you have any questions or comments, please do not hesitate to call me. Thank you in advance for your cooperation.

Very truly yours,

TODD M. HOEPKER

TMH/san  
Enclosures

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7-9-96  
FILED  
96 JUL -5 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MILE HIGH MEDIA, INC.**

FILED  
JUL -5 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME AND ADDRESS**

The name of this corporation is MILE HIGH MEDIA, INC. The principal address of the corporation shall be located at 107 W. Commercial Street, Sanford, Florida 32771.

**ARTICLE II**

**DURATION**

The period of its duration is perpetual.

**ARTICLE III**

**PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares, all of one class, with a \$1.00 par value.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent and office of this corporation is as follows:

Todd M. Hoepker, Esquire  
BAKER & HOSTETLER  
2300 SunBank Center, 23rd Floor  
Orlando, Florida 32802

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial director of this corporation is:

ROBERT M. GUENTHER  
107 W. Commercial Street  
Sanford, Florida 32771

## **ARTICLE VII**

### **INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

Todd M. Hoepker, Esquire  
P.O. Box 112  
Orlando, Florida 32802

## **ARTICLE VIII**

### **NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

## **ARTICLE IX**

### **DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this corporation.

## **ARTICLE X**

### **AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a majority vote.

## **ARTICLE XI**

### **INDEMNIFICATION**

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

## **ARTICLE XII**

### **SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE XIII**

### **REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

## **ARTICLE XIV**

### **INFORMAL ACTION**

If all the shareholders and directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders or the directors.

**ARTICLE XV**

**PREEMPTIVE RIGHTS**


Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury share; provided, however, each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of same class then outstanding.

**ARTICLE XVI**

**RESTRICTIONS ON TRANSFER OF STOCK**

Restrictions on the sale or transfer of the stock of this corporation may be set forth in a buy-sell agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 2 day of July, 1996.

  
\_\_\_\_\_  
TODD M. HOEPKER, ESQUIRE  
Incorporator

**STATEMENT OF REGISTERED AGENT**


I hereby accept the appointment as registered agent, I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
TODD M. HOEPKER, ESQUIRE  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF ORANGE )

BEFORE ME, the undersigned authority, personally appeared the following individual, TODD M. HOEPKER, ESQUIRE, to me known to be the person who executed the foregoing Articles of Incorporation, as Incorporator and Registered Agent, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 2nd day of July, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC

NAME PRINTED: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



2025 RELEASE UNDER E.O. 14176

FILED  
96 JUL -5 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA