

**P96000065743**

Requestor's Name  
315 SOUTH CALHOUN STREET  
Address  
Tallahassee, Florida 32301  
City/State/Zip Phone #  
224-7000

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-06/17/97--01051--023  
\*\*\*\*\*35.00 \*\*\*\*\*35.00  
Office Use Only

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

1. Southest Media Affiliates, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time 6-17-97 3:30

☐ Certified Copy

☐ Mail out

☐ Will wait

☒ Photocopy w/ date filed

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<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
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**FILED**  
97 JUN 17 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**RECEIVED**  
97 JUN 17 AM 11:00  
DIVISION OF CORPORATION

*6/17*  
*Joy*  
*Amended*  
*& Restated*  
*Articles*

*Removed "initial"*  
*from R.A. per*  
*Flaine.*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SOUTHEAST MEDIA AFFILIATES, INC.**

**FILED**

97 JUN 17 PM 2:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In accordance with Section 607.1007 of the Florida Statutes, the Articles of Incorporation of SOUTHEAST MEDIA AFFILIATES, INC., a Florida corporation (the "Corporation"), are hereby amended and restated (the "Amended and Restated Articles") to read in their entirety as follows:

**ARTICLE I. - NAME OF CORPORATION**

The name of the Corporation shall be **SOUTHEAST MEDIA AFFILIATES, INC.**

**ARTICLE II. - MAILING ADDRESS**

The mailing address of the Corporation is 407 Lincoln Road, Suite 8R, Miami Beach, Florida 33139.

**ARTICLE III. - DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV. - PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the United States and the Florida Business Corporation Act.

**ARTICLE V. - CAPITAL STOCK**

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is four hundred thousand (400,000) shares, consisting of two hundred thousand (200,000) shares of Common Stock, each having a par value of \$.01 per share (the "Common Stock"), and two hundred thousand (200,000) shares of Preferred Stock (one hundred thousand (100,000) shares of which shall be designated "Series A Preferred Stock"), each having a par value of \$.01 per share.

The Board of Directors of the Corporation, by resolution, shall establish the preferences, limitations and relative rights of the Preferred Stock (other than the Series A Preferred Stock, the preferences, limitations and relative rights of which are set forth below).

The following is a statement of the designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof, in respect of the capital stock of the Corporation:

1. Common Stock. Except as otherwise required by law, the holders of Common Stock shall be entitled to one vote per share on all matters upon which holders of shares of Common Stock shall be entitled to vote. There shall be no cumulative voting of the Common Stock of the Corporation.

2 Series A Preferred Stock. The voting powers, preferences and relative, participating, optional and other special rights of the Series A Preferred Stock are as follows:

(a) **Rank.** The Series A Preferred Stock shall rank with respect to the rights to receive distributions upon liquidation, winding up and dissolution of the Corporation (whether voluntary or involuntary) senior to the Corporation's Common Stock, par value \$.01 per share.

(b) **Dividends and Distributions; Method of Payment.** The holders of shares of Series A Preferred Stock shall be entitled to receive dividends, when, as and if declared by the Board of Directors out of funds legally available for such purpose. The Series A Preferred Stock has no preference with respect to the payment of dividends. Any determination to declare and pay a dividend is within the sole discretion of the Corporation's Board Directors and the Board of Directors is under no obligation to declare or pay any dividends. The Board of Directors may declare and pay dividends on the Common Stock, or any other class of capital stock created which is senior to the Series A Preferred Stock as to the payment of dividends, without declaring and paying a corresponding dividend on the Series A Preferred Stock.

(c) **No General Voting Rights.** Except as otherwise provided from time to time by the laws of the State of Florida or the Corporation's Articles of Incorporation, the entire voting power for the election of directors of the Corporation and for all other purposes shall be vested in the holders of Common Stock, which shall vote as a single class, with the holder of shares of Common Stock being entitled to one vote in respect of each such share and the Series A Preferred Stock shall have no voting rights.

(d) **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to shareholders, before any distribution of assets shall be made to the holders of the Common Stock (or to the holders of any other class of stock which is junior to the Series A Preferred Stock as to distributions upon liquidation, dissolution or winding up of the Corporation), an amount per share equal to the sum of (i) \$5.00 for each outstanding share of Series A Preferred Stock and (ii) all accumulations of declared but unpaid dividends, if any, on each outstanding share of Series A Preferred Stock.

(e) **Conversion (Mandatory and Elective Conversion).**

(i) Mandatory Conversion. On the date on which a registration statement for an initial public offering of securities of the Corporation is declared effective by the Securities and Exchange Commission, the shares of Series A Preferred Stock will automatically

and mandatorily convert into shares of Common Stock of the Company at a conversion rate (the "Conversion Rate") of one share of Common Stock for each share of Series A Preferred Stock.

(ii) Elective Conversion. In the event that the shares of Series A Preferred Stock have not been converted to shares of Common Stock by May 31, 2002, each holder of shares of Series A Preferred Stock may, at any time thereafter and at the option of the holder thereof, convert such shares into shares of Common Stock at the Conversion Rate.

(iii) Mechanics of Conversion. In order to convert shares of Series A Preferred Stock into Common Stock, the holder or holders thereof shall surrender the certificate or certificates evidencing such shares of Series A Preferred Stock at the office of the transfer agent for the Series A Preferred Stock (or if there is no such transfer agent, to the secretary of the Corporation), which certificate or certificates shall be duly endorsed to the Corporation or in blank, or accompanied by proper instruments of transfer, accompanied by a written notice to the Corporation that the holder elects so to convert all or a specified number of such shares of Series A Preferred Stock and specifying the name or names (with address or addresses) in which a certificate or certificates evidencing shares of Common Stock are to be issued.

Shares of Series A Preferred Stock shall be deemed to have been converted immediately prior to the close of business on the day of the surrender of such shares for conversion in accordance with the foregoing provisions, and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Stock at such time. As promptly as practicable on or after the surrender of a certificate or certificates for conversion and the receipt of the notice relating thereto (and in any event within five Business Days thereafter), the Corporation shall deliver or cause to be delivered to the person or persons entitled to receive the same: (i) a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion; and (ii) if less than the full number of shares of Series A Preferred Stock evidenced by the surrendered certificate or certificates is being converted, a new certificate or certificates, of like tenor, for the number of shares evidenced by such surrendered certificate or certificates less the number of shares being converted.

(iv) Reservation of Shares. The Corporation shall at all times reserve and keep available, free from preemptive rights, out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of shares of Series A Preferred Stock, the full number of shares of Common Stock then deliverable upon the conversion of all shares of Series A Preferred Stock then outstanding.

(f) **Additional Preferred Series.** The Company is permitted to designate and issue any other series of preferred stock of the Company having rights, preferences, privileges subject to, equal to or superior to the Series A Preferred Stock. No authorization consent will be obtained or required from the holders of the Series A Preferred Stock for such issuance.

#### **ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 407 Lincoln Road, Suite 8R, Miami Beach, Florida 33139, and the name of the Corporation's registered agent at that address is Anne Patrice Clarke-Eriksson.

#### **ARTICLE VII - BOARD OF DIRECTORS**

The Board of Directors of the Corporation shall consist initially of two (2) members, the exact number of directors to be fixed from time to time pursuant to the Bylaws of the Corporation.

#### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the holders of Common Stock, except that the Board of Directors may not amend or repeal any Bylaw adopted by the holders of Common Stock if the holders of Common Stock specifically provide that the Bylaw is not subject to amendment or repeal by the Board of Directors.

#### **ARTICLE IX - AMENDMENT TO ARTICLES**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### **ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by the Florida Business Corporation Act.

The foregoing Amended and Restated Articles were adopted by means of a joint unanimous written consent of the Shareholders and Board of Directors of the Corporation dated

as of June 16, 1997, in accordance with the terms of Sections 607.0821 and 607.0704 of the Florida Statutes.

SOUTHEAST MEDIA AFFILIATES, INC.

By: 

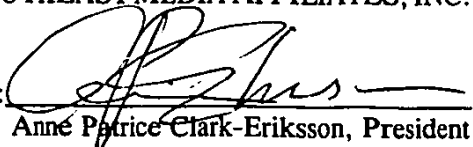
Anne Patrice Clarke-Eriksson, President

**CERTIFICATE TO AMENDED AND RESTATED ARTICLES OF  
INCORPORATION OF SOUTHEAST MEDIA AFFILIATES, INC.**

The undersigned, Anne Patrice Clarke-Eriksson, President of SOUTHEAST MEDIA AFFILIATES, INC., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. In accordance with Section 607.1003 of the Florida Statutes, the Board of Directors of the Corporation recommended by written consent on June 16, 1997, that the shareholders of the Corporation approve, and the shareholders having approved by unanimous written consent dated June 16, 1997, the number of votes cast for the amendment by the shareholders being sufficient for such approval, in accordance with Sections 607.1003 and 607.1006 of the Florida Statutes, the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto.
2. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007, Florida Statutes.

SOUTHEAST MEDIA AFFILIATES, INC.

By:   
Anne Patrice Clark-Eriksson, President