

996 000 065743

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 96 AUG -7 AM 10:00
 SEC - MAIL ROOM
 TALLAHASSEE, FLORIDA

AL JUL 7 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN 8/7 12:00
 Will Pick Up _____

RE: Southeast Media
 Affiliates, Inc.

	C.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express SM		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority _____		
<input type="checkbox"/> Express Mail Prop. _____		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
SOUTHEAST MEDIA AFFILIATES, INC.

FILED
96 AUG -7 AM 10:00
SEC. OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is:

SOUTHEAST MEDIA AFFILIATES, INC.

ARTICLE II

The existence of the corporation shall begin upon filing of these Articles.

ARTICLE III

The street address of the principal office of the Corporation is:

1455 West Avenue, Suite 801, Miami Beach, FL 33139

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue two classes of capital stock, Class A Common Stock and Class B Common Stock.

CLASS A COMMON STOCK

The maximum number of shares of Class A Capital Stock this Corporation is authorized to issue is 300 shares, all of which shall be identical with each other in every respect and the holders of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock on all matters on which shareholders have the right to vote.

CLASS B COMMON STOCK

The maximum number of shares of Class B Common Stock this Corporation is authorized to issue is 250,000 shares, all of which shall be identical with each other in every respect. Holders of Class B Common Stock do not have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1801 West Avenue, Miami Beach, Florida 33139. The initial registered agent for the Corporation at that address is Mark D. Press.

ARTICLE VI

The initial board of directors shall consist of three (3) members. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Anne P. Eriksson	1075 N.E. 89th Street Miami, Florida 33138
Magda Granda	1455 West Avenue #801 Miami Beach, Florida 33139
Carolyn J. Bennett	1455 West Avenue, #801 Miami Beach, Florida 33139

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Anne P. Eriksson	1075 N.E. 89th Street Miami, Florida 33138
Carolyn J. Bennett	1455 West Avenue, #801 Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 25th day of July, 1996.


CAROLYN J. BENNETT
Vice President/Secretary

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SOUTHEAST MEDIA AFFILIATES, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Mark D. Press

8.1.96
Date

FILED
96 AUG -7 AM 10:00
STATE
SECRETARY
TALLAHASSEE, FLORIDA

F96000065743

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

300002214639-1-3
-05/17/97-0105-023
Office Use Only

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

1. Southwest 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/attached

☐ Certificate of State

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
Amended & Restated Articles

Removed "initial"
from RA. per
Elaine. 7

Examiner's Initials

**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.

(1) **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 12, 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 Article 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. 007, Florida Statutes.

SOUTHEAST MEDIA AFFILIATES INC.

By: 

Anne Patrice Clarke-Eriksson, President