

*96000087526*

TODD A. STERZOY  
Holland and Knight

(Requestor's Name)  
315 South Calhoun Street Suite 600  
(Address)  
Tallahassee, Florida 32302  
(City, State, Zip) (Phone #)

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FILED STATE  
SECRETARY REGISTRATION  
DIVISION  
96 OCT 23 PM 11:07

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

- Palm Coast Cablevision, Inc.  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

Walk in     Pick up time 3:00  
10-23-96     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

RECEIVED

96 OCT 23 PM 11:17  
DIVISION OF CORPORATIONS

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input 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

Examiner's Initials



*Copy for your information.*

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 8, 1996

HOLLAND & KNIGHT

The name PALM COAST CABLEVISION, INC. has been reserved for 120 days beginning October 8, 1996. The reservation number is R96000004798 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 796A00045817

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DIVISION OF CORPORATIONS  
96 OCT 23 PM 4:00

**ARTICLES OF INCORPORATION  
OF  
PALM COAST CABLEVISION, INC.**

The undersigned, acting as incorporator of Palm Coast Cablevision, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

Palm Coast Cablevision, Inc.

**ARTICLE II. ADDRESS**

The mailing address of the corporation is:

8949 Gall Boulevard  
Zephyrhills, Florida 33541

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

## ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8949 Gall Boulevard, Zephyrhills, Florida 33541, and the name of the corporation's initial registered agent at that address is John J. McQuaid.

## ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
William A. Davis	3198 Assiniboine Avenue Winnipeg, Manitoba R3K 0B1
Randall L. Moffat	474 South Drive Winnipeg, Manitoba R3T 0B1

## ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
A. L. Baldy III	Post Office Box 1288 Tampa, Florida 33601

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

## ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw

adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 17<sup>th</sup> day of October, 1996.

A. L. Baldy III  
A. L. Baldy III

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95 OCT 23 PM 4:08

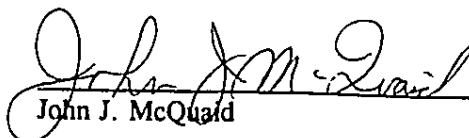
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Palm Coast Cablevision, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 8949 Gall Boulevard, Zephyrhills, Pasco County, State of Florida, has named John J. McQuaid, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

  
John J. McQuaid

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