

*P 96000100953*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 13 PM 3:31

TODD A. STERZOY  
Holland and Knight

(Requestor's Name)  
315 South Calhoun Street Suite 600  
(Address)  
Tallahassee, Florida 32302  
(City, State, Zip) (Phone #)  
425-5625

300002029119--2  
-12/13/96--01075--017  
\*\*\*\*132.50 \*\*\*\*122.50

OFFICE USE ONLY

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

1. Paxson Communications of the Keys Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in     Pick up time 2:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

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

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D. BROWN DEC 13 1996

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
PAXSON COMMUNICATIONS OF THE KEYS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 13 PM 3:31

The undersigned, acting as incorporator of PAXSON COMMUNICATIONS OF THE KEYS, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

PAXSON COMMUNICATIONS OF THE KEYS, INC.

**ARTICLE II. ADDRESS**

The mailing address of the corporation is:

601 Clearwater Park Road  
West Palm Beach, Florida 33401

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence at 8:00 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 \$.01 per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 601 Clearwater Park Road, West Palm Beach, Florida 33401 and the name of the corporation's initial registered agent at that address is William L. Watson.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director 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 director is:

<u>Name</u>	<u>Address</u>
Lowell W. Paxson	601 Clearwater Park Road West Palm Beach, Florida 33401

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
William L. Watson	601 Clearwater Park Road West Palm Beach, Florida 33401

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 7 day of November, 1996.

  
\_\_\_\_\_  
William L. Watson, Incorporator

**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 PAXSON COMMUNICATIONS OF THE KEYS, 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 601 Clearwater Park Road, City West Palm Beach, State of Florida, has named William L. Watson, 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.

  
\_\_\_\_\_  
William L. Watson, Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 DEC 13 PM 3:31

P96000100953<sup>(1)</sup>

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

PAXSON KEYS LICENSE, INC., a Florida corporation, P96000100943

INTO

PAXSON COMMUNICATIONS OF THE KEYS, INC., a Florida corporation,  
P96000100953

File date: July 17, 1997

Corporate Specialist: Joy Moon-French





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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 16, 1997

HOLLAND & KNIGHT

TALLAHASSEE, FL

SUBJECT: PAXSON COMMUNICATIONS OF THE KEYS, INC.  
Ref. Number: P96000100953

We have received your document for PAXSON COMMUNICATIONS OF THE KEYS, INC. and check(s) totaling \$1067.50 of which \$122.50 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

*Corrected  
Pls. file.  
EM*

Your document is being returned as requested.

Enclosed is an application for refund.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 897A00036419

*File 4th*

97 JUL 17 10 25 AM '97  
RECEIVED  
CORPORATIONS  
TALLAHASSEE, FL 32314



**ARTICLES OF MERGER BETWEEN  
PAXSON COMMUNICATIONS OF THE KEYS, INC.  
AND  
PAXSON KEYS LICENSE, INC.**

**FILED**  
97 JUL 17 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Paxson Communications of The Keys, Inc., a Florida corporation, which will be the surviving corporation ("Survivor") and Paxson Keys License, Inc., a Florida corporation (the "Merging Corporation"), which is a wholly-owned subsidiary of Survivor, hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Survivor (the "Merger").

**ARTICLE I**

The Plan of Merger effecting the Merger of the Merging Corporation with and into the Survivor is attached hereto as Exhibit "A" and incorporated herein by this reference.

**ARTICLE II**

The name of the surviving corporation is Paxson Communications of The Keys, Inc., a Florida corporation.

**ARTICLE III**

The effective date of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

**ARTICLE IV**

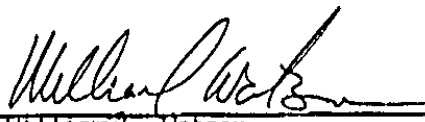
The Plan of Merger was adopted by written consent of the Board of Directors of Survivor on July 15, 1997. Approval by the shareholders of the Survivor is not required pursuant to Florida Statutes Section 607.1104.

**ARTICLE V**

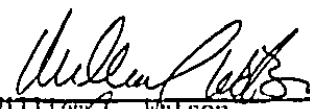
Immediately prior to the merger, the Survivor owned all of the outstanding shares of the Merging Corporation. Thus, approval by the Board of Directors and the shareholders of the Merging Corporation is not required pursuant to Florida Statutes Section 607.1104.

IN WITNESS WHEREOF, the undersigned have executed this document as of the 16<sup>th</sup>  
day of July, 1997.

PAXSON COMMUNICATIONS OF THE KEYS, INC.

By:   
WILLIAM L. WATSON  
Its: See

PAXSON KEYS LICENSE, INC.

By:   
WILLIAM L. WATSON  
Its: See

**Exhibit A****PLAN OF MERGER**

Paxson Communications of The Keys, Inc., a Florida corporation ("*Acquiror*") and Paxson Keys License, Inc., a Florida corporation ("*Target*"), a wholly-owned subsidiary of Acquiror, hereby adopt the following Plan of Merger, dated July 15 1997, pursuant to Section 607.1104 of the Florida Business Corporation Act.

(a) The names of the merging corporations are Paxson Communications of The Keys, Inc. and Paxson Keys License, Inc. Target shall merge into Acquiror. The name of the corporation surviving the merger of Target with and into Acquiror is Paxson Communications of the Keys, Inc.

(b) The effective time and date of the merger (the "*Effective Time*") shall be at the time when the Articles of Merger containing this Plan Of Merger are accepted for filing with the Secretary of State of Florida.

(c) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of Target shall cease and Acquiror shall ultimately succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of Target. Acquiror shall thereafter be responsible and liable for all obligations of Target, and neither the rights of the creditors nor any liens on the property of Target shall be impaired by the merger.

(d) The manner and basis of converting the shares of each corporation shall be as follows:

At the Effective Time, by virtue of the merger and without any action on the part of Acquiror, the shares of stock of Target that are issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished and cease to be outstanding. Each share of Acquiror stock that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding. No consideration shall be given to any shareholder of Target.

(f) The Boards of Directors of each corporation party to the Merger may amend the Plan of Merger at any time prior to the filing of the Articles of Merger.

(g) Shareholders of Target who, except for the applicability of Florida Statute Section 607.1104, would be entitled to vote and who dissent from the merger pursuant to Florida Statute Section 607.1320, may be entitled, if they comply with the relevant provisions of the Florida Business Corporation Act, to be paid the fair value of their shares.

P96000100953<sup>(2)</sup>

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

PAXSON/R & R NETWORK, INC., a Florida corporation, P96000051075

PAXSON COMMUNICATIONS OF THE KEYS, INC., a Florida corporation,  
P96000100953

PAXSON COMMUNICATIONS OF TALLAHASSEE, INC., a Florida corporation,  
P96000023978

INTO

PAXSON COMMUNICATIONS OF FLORIDA, INC., a Florida corporation,  
P93000081697

File date: July 17, 1997

Corporate Specialist: Joy Moon-French