

**P97000251279**

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REPLY TO: TALLAHASSEE

June 10, 1997

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CRAIG A. MEYER

GOVERNMENTAL CONSULTANTS:  
PAT GRIFFITH O'CONNELL  
E. CLINT SHAWLEY  
GERALD C. WESTER  
(NOT A MEMBER OF FLORIDA BAR)

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-06/10/97--01074--015  
\*\*\*131.25 \*\*\*131.25

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Via Hand Delivery

RE: Highland Communications, Inc.  
Formation of Florida Corporation

Dear Division of Corporations:

I have enclosed for filing an original and a copy of the Articles of Incorporation for Highland Communications, Inc. Also enclosed is a Certificate Designating Registered Agent and Registered Office.

Please file the Articles and Certificate, certify one copy, and provide a certificates of good standing. Our messenger will pick up the certified copy and certificate of good standing Thursday, June 12, 1997.

I have enclosed a check in the amount of \$131.25 for the filing and certification fees.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Very truly yours,

*Jessica J. Ferreri*

Jessica J. Ferreri  
Assistant to Mark E. Kaplan

Enclosures

FILED  
97 JUN 10 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HIGHLAND COMMUNICATIONS, INC.**

**FILED**  
97 JUN 10 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I  
Name and Address**

The name of the Corporation shall be Highland Communications, Inc. Its principal office shall be located at 3113 Clint Moore Road, #206, Boca Raton, Florida 33496.

**ARTICLE II  
Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III  
Stock**

The authorized capital stock of the Corporation shall consist of 200 shares of a single class of Common Stock with par value of one cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV  
Preemptive Rights**

The Corporation elects to have preemptive rights as follows:

A. The shareholders of the Corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue them.

B. A shareholder may waive his or her preemptive right. A waiver evidenced by a writing is irrevocable whether or not supported by consideration.

C. The Corporation specifically elects to have preemptive rights with respect to:

1. Shares issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

3. Shares authorized in these Articles of Incorporation that are issued within six months from the effective date of incorporation; and

4. Shares issued otherwise than for money.

D. Holders of shares of any class or series without general voting rights but with preferential rights to distributions or assets shall have no preemptive rights with respect to shares of any class.

E. Holders of shares of any class or series with general voting rights but without preferential rights to distributions or assets have no preemptive rights with respect to shares of any class with preferential rights to distributions or assets unless the shares with preferential rights are convertible into or carry a right to subscribe for or acquire shares without preferential rights.

F. Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the shareholders' preemptive rights.

#### **ARTICLE V** **Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

Gisela Huberman  
3113 Clint Moore Road, #206  
Boca Raton, Florida 33496

**ARTICLE VI**  
**Term of Corporate Existence**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII**  
**Address of Registered Office and Registered Agent**

The address of the initial registered office of the Corporation in the State of Florida shall be 3113 Clint Moore Road, #206, Boca Raton, Florida 33496. The name of the initial registered agent of the Corporation at the above address is Gisela Huberman. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

**ARTICLE VIII**  
**Board of Directors**

The business of the Corporation shall be managed by a Board of Directors. The Board shall initially have two (2) seats. The size of the Board may be altered as provided in the Bylaws.

**ARTICLE IX**  
**Initial Directors**

The initial Directors of the Corporation shall be: Gisela Huberman and Benjamin Huberman. The address of each is 3113 Clint Moore Road, #206, Boca Raton, Florida 33496.

**ARTICLE X**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

#### **ARTICLE XI**

##### **Indemnification of Directors and Officers**

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

#### **ARTICLE XII**

##### **Amendment**

These Articles of Incorporation may be amended only by an affirmative vote of at least seventy-five percent (75%) of all outstanding shares of voting stock of the Corporation, unless the vote of a larger majority is required by applicable law or by an agreement of the nature referred to in Article VIII, Section B of these Articles.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set her hand and seal this 8<sup>th</sup> day of JUNE, 1997.

Gisela Huberman  
Gisela Huberman

STATE OF Maryland  
COUNTY OF Montgomery

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Gisela Huberman, for the purpose of lawfully executing these Articles of Incorporation, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 8<sup>th</sup> day of June, 1997.

Marie Sinker  
Notary Public  
My commission expires:

My Commission Expires 11 / 1 / 98

HIGHLAND COMMUNICATIONS, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Highland Communications, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 3113 Clint Moore Road, #206, Boca Raton, Florida 33496, as its initial Registered Office and has named Gisela Huberman, located at that address as its initial Registered Agent.

*Gisela Huberman*

Gisela Huberman  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Highland Communications, Inc., at the place designated in its Articles of Incorporation, the undersigned, Gisela Huberman, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.

*Gisela Huberman*

Gisela Huberman

STATE OF Maryland  
COUNTY OF Montgomery

The foregoing Acceptance of Registered Agent for Highland Communications, Inc. was acknowledged before me this 8<sup>th</sup> day of June, 1997, by Gisela Huberman, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

*William J. Senter*  
Notary Public

My Commission Expires:

My Commission Expires 11/1/88

FILED  
97 JUN 10 PM 3:44  
NOTARY PUBLIC  
STATE OF FLORIDA