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MASON & ASSOCIATES
Professional Association
Attorneys at Law

October 24, 1997

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Classic Communications Network, Inc.

Dear Sir/Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced corporation. Please file the Articles upon receipt and return a Certificate of Status to our office in the envelope provided.

We have enclosed a check in the amount of \$78.75 to cover the cost of filing and the cost of the Certificate of Status.

Should you have any questions, do not hesitate to contact us.

Sincerely,

Mary M. Romary

Mary M. Romary
Legal Assistant

/mr
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

CLASSIC COMMUNICATIONS NETWORK, INC.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is Classic Communications Network, Inc., and the principal address is 9641 Gulf Boulevard, Treasure Island, Florida Prepaid, 33706.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is 17757 U.S. Highway 19 North, Suite 500, in the City of Clearwater, County of Pinellas, Florida 34624-6566. The name of its registered agent at such address is Mason & Associates, P.A.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is Ten Thousand (10,000) and the par value of each of such shares is Ten Cents (\$.10) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

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TALLAHASSEE, FLORIDA

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The name and mailing address of the person who is to initially serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Gary J. Gebhart	9641 Gulf Boulevard Treasure Island, FL 33706

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE VI - AMENDMENTS


The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE VII - INCORPORATOR

The incorporator is Gary J. Gebhart, whose mailing address is 9641 Gulf Boulevard, Treasure Island, FL 33706.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation,


does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 24th day of October, 1997.

By: 
Gary J. Gebhart
Incorporator

Acknowledgment of Registered Agent

I hereby accept designation as Registered Agent.

MASON & ASSOCIATES, P.A.

By: 
Lori A. Heim
Registered Agent.

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