

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000017840

Whithill Cable Vision
Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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***122.50 ***122.50

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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DIVISION OF CORPORATIONS

RP
02-24-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 23, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: WHITHILL CABLE VISION, INC.
Ref. Number: W98000003952

We have received your document for WHITHILL CABLE VISION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and address of the registered agent must be consistent throughout the document. The information in Article VIII does not appear in the Certificate of Acceptance.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 198A00010131

ARTICLES OF INCORPORATION
OF
WHITHILL CABLE VISION, INC.

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ARTICLE I

1.01 Name and Address. The name and address of the corporation is WHITHILL CABLE VISION, INC., 1720 S.W. 55th Lane, Ocala, Florida 34474.

ARTICLE II

2.01 Duration. The period of duration of the corporation is perpetual.

ARTICLE III

3.01 Powers. The corporation is organized for the purposes of transacting any and all useful business.

3.01 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by the law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

ARTICLE IV

4.01 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, jointly with the secretary and the seal of the corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the corporation shall have authority to issue 500 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of the Corporation shall have pre-emptive rights to purchase any shares of

the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

ARTICLE V

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the elections of the Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE VI

6.01 Bylaws. The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any bylaw made by them that such bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the corporation and any corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of

the director or directors at the meeting of the board of the corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interest party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The corporation shall indemnify any Officer or Director, any former Officer or Director, to the full extent permitted by law.

6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the bylaws.

6.05 Amendment of Articles of Incorporation. The corporation reserves the right to amend the articles in any manner now or hereafter permitted by law, as provided by the bylaws.

ARTICLE VII

7.01 Organizing Directors. This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial directors of this corporation are Kay Osborne Kurtz, 1720 Southwest 55th Lane, Ocala, Florida 34474 and Jon M. Kurtz, 1720 Southwest 55th Lane, Ocala, Florida 34474.

ARTICLE VIII

8.01 Registered Agent and Registered Office. The name of the initial Registered Agent of the corporation is Richard T. Jones, 912 N.E. 2nd Street, Gainesville, Florida 32601 and the address of the corporation is WHITHILL CABLE VISION, INC., 1720 S.W. 55th Lane, Ocala, Florida 34474.

ARTICLE IX

9.01 Incorporator. The name and address of the person signing these Articles is Kay Osborne Kurtz, 1720 Southwest 55th Lane, Ocala, Florida 34474.

ARTICLE X

10.1 Subchapter "S" Corporation. The corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (a) natural persons, (b) estates, or (c) a trust as described in 26 USCS, §1361, as amended January 1, 1983, and as amended in 1988 by PL100-647, defined a qualified "small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 20th day of February, 1998.

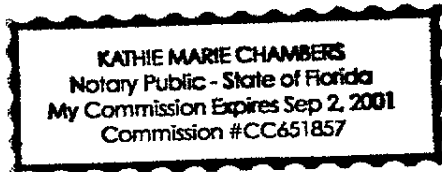

KAY OSBORNE KURTZ

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 20th day of February, 1998 by KAY OSBORNE KURTZ, who is personally

known to me or who has produced _____ as
identification and who did (did not) take an oath.

(SEAL)



Kathie Marie Chambers
(Notary Public Signature)

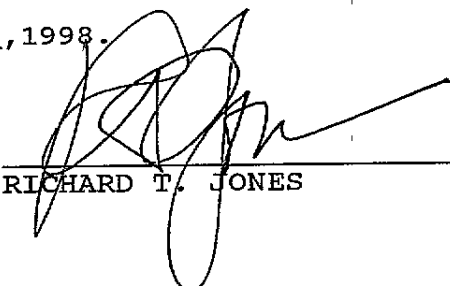
Kathie Marie Chambers
(Name of Acknowledger
Typed, Printed or Stamped)

(Title or Rank)

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Richard T. Jones whose address is 912 N.E. 2nd Street, Gainesville, Florida 32601, the initial registered agent named in the Articles of Incorporation to accept service of process for WHITHILL CABLE VISION, INC., a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 18th day of Feb, 1998.



RICHARD T. JONES

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