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Roward Taff, Jr
Requestor's Name

322 McDANIEL STREET
Address

TALLAHASSEE FL 3204-2422
City/State/Zip 03 Phone #

Office Use Only

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

1. FLORIDA TELEVISION BROADCASTING
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in Pick up time _____ 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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 TALLAHASSEE, FL 09102

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T. SMITH OCT 15 1998

Examiner's Initials	
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ARTICLES OF INCORPORATION OF FLORIDA TELEVISION BROADCASTING, INC.

The undersigned adopt the following articles of incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I - NAME

The name of the corporation is FLORIDA TELEVISION BROADCASTING, INC.

ARTICLE II

The aggregate number of shares which the corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) shares having a One Dollar (\$1.00) par value per share. Such shares shall all be Common Stock and of one class, however voting rights shall be restricted on a portion of the shares as follows:

Seven Thousand shares shall be non-voting Common Stock, which shares shall be entitled to receive dividends, distributions and the net assets upon dissolution, but shall not be entitled to vote on any matters requiring a vote of the shareholders.

Five Hundred shares shall be voting Common Stock, which shares shall be entitled to receive dividends, distributions and the net assets upon dissolution, and shall be entitled to vote on any matters requiring a vote of the shareholders.

The shares of stock of this corporation are subject to a Shareholder's Agreement, a copy of which is maintained at the corporate offices of the corporation.

ARTICLE III PRE-EMPTIVE RIGHTS

The corporation elects to have preemptive rights and grants to its shareholders a preemptive right to acquire proportional amounts of the corporation's shares upon any future amendment of these articles authorizing the issuance of additional shares.

The applicability of the preemptive rights shall be as provided in §607.0603 F.S. and, as therein specifically provided, shall be subject to the following provisions:

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A. Shares shall not be issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates without the applicability of the preemptive rights.

B. Shares shall not be issued to satisfy option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates without the applicability of the preemptive rights.

C. Shares shall not be issued for other than cash without the applicability of the preemptive rights.

ARTICLE IV - INITIAL PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of both the initial principal and registered office of the corporation is Highway 53 South, Madison, Florida 32340.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

The name of the initial registered agent is Tommy Greene, whose address is State Road 53, South, Madison, Florida 32340, and whose mailing address is Post Office Drawer 772, Madison, Florida 32341.

ARTICLE V - BOARD OF DIRECTORS

The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The initial directors shall hold office for the first year of existence of the corporation or until successors are elected or appointed and qualified, whichever occurs first.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator is:


Broward Taff, Jr.
Attorney at Law
322 McDaniel Street
Tallahassee, Florida, 32303

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a


stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written instrument manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF the undersigned have executed these Articles of Incorporation this 15th day of October, 1998.


Broward Taff, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation were acknowledged before me this 15th day of October, 1998, by Broward Taff, Jr. who is personally known to me and who did not take an oath.


Christina Dees Goodman
NOTARY PUBLIC
Commission # CC733884



Christina Dees Goodman
MY COMMISSION # CC733884 EXPIRES
April 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

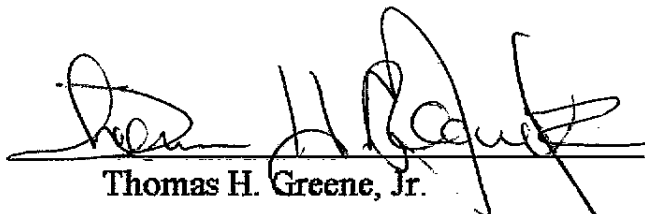
To: Department of State
Tallahassee, Florida

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RESIDENT AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named resident agent in the foregoing articles of incorporation to accept service of process for Florida Television Broadcasting, Inc. at State Road 53 South, Madison, Florida 32340 and with a mailing address of Post Office Drawer 772, Madison, Florida 32341, I do hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes (1989).


Dated this 12 day of October 1998.


Thomas H. Greene, Jr.

STATE OF FLORIDA
COUNTY OF MADISON

The foregoing Resident Agent's Acceptance of Appointment was acknowledged before me this 12th day of October, 1998, by Thomas H. Greene, Jr., who is personally known by me or who presented a Florida Driver's License, Serial Number _____ and bearing an expiration date of _____ as identification and who did take an oath.

JOYCE E. HOWARD
Notary Public, State of Florida
My Comm. expires Nov. 18, 2000
Comm. No. CC586501


Notary Public,
Commission No.