PRESTON

WILLIAM T. PRESTON
Admitted to practice in Virginia and Florida

& REED, P.L.C.

143 CANAL STREET
 NEW SMYRNA BEACH, FL 32168
 TELEPHONE (904) 424-9200
 FACSIMILE: (904) 423-8099

P9800000 4062 muary 5, 1999

Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Re: PROGRESSIVE CABLE SYSTEMS, INC.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation of, PROGRESSIVE CABLE SYSTEMS, INC. a for-profit corporation, for filing.

99 JAN II AN ID: 5
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please also find my firm check # 3197 in the amount of \$78.75 which represents fees as follows:

- 1. Filing Fees \$35.00
- 2. Registered Agent \$35.00
- 3. Certified Copy \$8.75

Please file the Articles and return the Certified Copy to me at the above address.

Thank you for your assistance in this regard.

With kind regards.

Respectfully,

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William T. Preston

William T. Preston

WTP/lf Enclosure-3

F. CHESCON JAN 1 4 1999

899 1400

Virginia Office

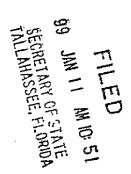
Pembroke Commercial Building • 4425 Corporation Lane, Suite 170 • Virginia Beach, Virginia 23462-3101
Telephone: (757) 499-4737 • Facsimile: (757) 499-4642
MEMBER, NATIONAL NETWORK OF ESTATE PLANNING ATTORNEYS

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Articles of Incorporation

of

PROGRESSIVE CABLE SYSTEMS, INC.



The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be,

PROGRESSIVE CABLE SYSTEMS, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized under Florida Statutes Chapter 607, Florida Business Corporation Act, for any lawful purpose or purposes as authorized under the said Florida Business Corporation Act and these Articles of Incorporation.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of this corporation is:

540 Hidden Pines Boulevard, New Smyrna Beach, Florida 32168; and the mailing address of this corporation is:

540 Hidden Pines Boulevard, New Smyrna Beach, Florida 32168

Articles of Incorporation Page 1 of 3

ARTICLE IV

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock @ \$1.00 par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

A. Registered Office

The initial registered office of this corporation shall be:

143 Canal Street, New Smyrna Beach, Florida 32168

B. Registered Agent

The name of the initial registered agent at the above-described registered office is:

William T. Preston

ARTICLE VI

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Charles Clyde Carter 3579 Parsley Lane, New Smyrna Beach, Florida 32168

ARTICLE VII

DIRECTORS AND OFFICERS

The management of business and the regulating of affairs of this corporation shall be governed by a Board of Directors to be not less than one (1) in number. The name and address of the individuals who shall serve as the initial Directors, and who shall initially hold the offices of President, Secretary and Treasurer of this corporation are:

Charles Clyde Carter, 3579 Parsley Lane, New Smyrna Beach, Florida 32168 Mark R. Davis, 540 Hidden Pines Blvd., New Smyrna Beach, Florida 32168

ARTICLE VIII

EFFECTIVE DATE OF INCORPORATION

The existence of this corporation to be known as **PROGRESSIVE CABLE SYSTEMS**, **INC.**, shall become effective immediately upon the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IX

TERM OF EXISTENCE

This corporation shall have perpetual duration and succession in its corporate name.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 5th day of January, 1999.

Charles Clyde Carter, Incorporator

STATE OF FLORIDA COUNTY OF VOLUSIA

The foregoing instrument was executed and acknowledged before me this 5th day of January, 1999 by Charles Clyde Carter; as the Incorporator of the corporation intended to be formed by the filing of these Articles of Incorporation.

Notary Public - State of Florida

Name of Notary Public: Linda Johnson

Commission Number:
Commission Expiration:

Personally Known OR Produced Identification Type of Identification Produced FL. Dr. ver's Cicese

Leura Ferlitto

My Commission CC764858

Expires August 5, 2002

STATE OF FLORIDA DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS

The following is submitted in compliance with Chapter 607.0501 of the Florida Statutes:

PROGRESSIVE CABLE SYSTEMS, INC., a corporation for profit organizing under the laws of the State of Florida, with its principal office at 540 Hidden Pines Boulevard, in the City of New Smyrna Beach, in the County of Volusia, State of Florida, has named William T. Preston at 143 Canal Street, New Smyrna Beach, Volusia County, Florida, as its agent to accept service of process within this State.

OFFICERS:

Name <u>Title</u> <u>Specific Address</u>

Charles Clyde Carter President 3597 Parsley Lane

New Smyrna Beach, Florida 32168

Mark R. Davis Secretary/Treasurer 540 Hidden Pines Blvd.

New Smyrna Beach, Florida 32168

Charles Clyde Carter, President

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.

William T. Preston, Registered Agent

DATED: January 5, 1999.