

# V07356



ACCOUNT NO. : 072100000032  
 REFERENCE : 266764 4332313  
 AUTHORIZATION : *Patricia Pzyts*  
 COST LIMIT : \$ 43.75

ORDER DATE : June 8, 1999  
 ORDER TIME : 3:54 PM  
 ORDER NO. : 266764-005  
 CUSTOMER NO: 4332313

*Amended &  
Restated*  
 400002900044--1  
*Articles*

CUSTOMER: Ann Criss, Legal Asst  
 Buchanan Ingersoll, P.C.  
 One Oxford Centre, 20th Flr.  
 301 Grant Street  
 Pittsburgh, PA 15219-1410

RECEIVED

99 JUN -9 PM 4:41

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: HYPERION COMMUNICATIONS OF JACKSONVILLE, INC.

EFFECTIVE DATE:

FILED  
 99 JUN -9 PM 5:00  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

*JDR*  
 6/10/99

99 JUN -9 PM 5:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF RESTATEMENT  
OF  
HYPERION COMMUNICATIONS OF JACKSONVILLE, INC.

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby restate its Articles of Incorporation as heretofore amended.

1. The name of the corporation is Hyperion Communications of Jacksonville, Inc.
2. The text of the Amended and Restated Articles of Incorporation of the corporation is annexed hereto as Exhibit A and made a part hereof.

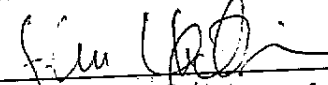
CERTIFICATE

It is hereby certified that:

1. The Board of Directors of the corporation proposed and recommended the annexed Amended and Restated Articles of Incorporation for submission to the shareholders of the corporation.
2. The shareholders of the corporation approved unanimously the annexed Amended and Restated Articles of Incorporation pursuant to Section 607.1003 of the Florida Business Corporation Act. on June 4, 1999.

Executed on June 4, 1999.

HYPERION COMMUNICATIONS OF  
JACKSONVILLE, INC.

  
Name: John Glicksman

Title: Vice President, General Counsel and  
Assistant Secretary

**EXHIBIT A**

**Amended and Restated Articles of Incorporation**  
**of**  
**Hyperion Communications of Jacksonville, Inc.**

**SEE ATTACHED**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
The Old Jail  
409 East Gaines Street  
Tallahassee, Florida 32301

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**HYPERION COMMUNICATIONS OF JACKSONVILLE, INC.**

The undersigned, intending to amend and restate its Articles of Incorporation under the Florida Business Corporation Act (the "Act") as originally filed on January 17, 1992 and subsequently amended on May 29, 1997, hereby adopts the following Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Hyperion Communications of Jacksonville, Inc. (hereinafter the "Corporation").

SECOND: The principal office of the Corporation in the State of Florida is 3974 Woodcock Drive, Suite 100, Jacksonville, Florida 32207.

THIRD: The mailing address of the Corporation's principal office, wherever located, is Main at Water Street, Coudersport, Pennsylvania 16915.

FOURTH: The Corporation shall have the authority to issue Two Thousand (2,000) shares of common stock par value \$1.00 per share. The holders of common stock shall have one vote per share and shall not be entitled to cumulate their votes in the election of directors.

FIFTH: The address of the registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301. The name of the registered agent of the Corporation at said registered office is Corporation Service Company (CSC).

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any

and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

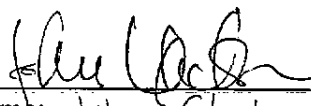
SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Act, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Executed this 4th day of June, 1999

HYPERION COMMUNICATIONS OF  
JACKSONVILLE, INC.

By:

  
Name: John Glicksman  
Title: Vice President, General  
Counsel and Assistant Secretary

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

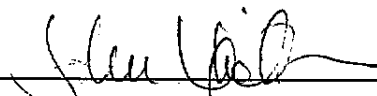
Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the Corporation is Hyperion Communications of Jacksonville, Inc.
2. The name and address of the registered agent and office is:

Corporation Service Company (CSC)  
1201 Hays Street  
Tallahassee, Florida 32301

FILED  
99 JUN -9 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HYPERION COMMUNICATIONS OF JACKSONVILLE, INC.

By: 

Title: Vice President, General Counsel and Assistant Secretary

Date: 6-4-99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Tabatha F. Fiorelli  
Signature ASST VP

Date: 6/8/99