

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHRISTIAN TELEVISION CORPORATION, INC.**

FILED
98 DEC 28 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007 of the Florida Not for Profit Corporation Act, Christian Television Corporation, Inc., a Florida not-for-profit corporation (the "Corporation"), adopts the following amended and restated articles of incorporation:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is:

CHRISTIAN TELEVISION CORPORATION, INC.

The principal place of business and mailing address is 6922 142nd Avenue North, Largo, Florida, 33641.

ARTICLE II

Term of Existence

The Corporation shall have a perpetual existence.

ARTICLE III

Purpose

The Corporation is organized exclusively for religious, charitable, and education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), including for such purposes, but not limited to the following:

- a. To establish, operate and maintain television/ or radio stations.
- b. To produce and broadcast to the general public religious, charitable, and/or educational programs either by television or radio, or both, for the purpose of educating and instructing the general public in religious, charitable or educational matters; to promote, extend and improve religion, charity and education and to participate in religious, charitable and/or educational programs in the United States, including but not limited to the State of Florida; to promote programs designed to increase public awareness and understanding of the needs and activities of religion, charity and/or education in the several states, including the State of Florida; to promote and to encourage the public to give support, financial and otherwise, to such purposes.
- c. To acquire, take, receive, purchase, own, hold, use, manage, lease, mortgage, pledge, encumber, sell, and convey, or otherwise dispose of any property, including but not limited to real, personal and mixed, tangible and intangible; to issue bonds, notes, evidence of indebtedness, receipts and obligations; to receive donations, subscriptions and contributions; to

make donations, to organizations created for similar or like purposes, and to have and exercise all other corporate rights and powers, to do all lawful acts necessary or desirable to carry out its purpose consistent with the laws of the State of Florida (as they now exist or from time to time may be amended), and Section 501(c)(3) of the Internal Revenue Code (as it now exists or from time to time may be amended) and not inconsistent with these Articles of Incorporation.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

ARTICLE IV
Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its directors, officers, employees, or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services to or on behalf of the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE V
Limitation on Lobbying/No Political Campaign Activity

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VI
General Limitations

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).

ARTICLE VII
Registered Office and Agent

The street address of the registered office of the Corporation is 5666 Seminole Boulevard, Suite Two, Seminole, Florida 33772 and the name of its registered agent at such address is Gibbs & Craze, P.A.

ARTICLE VIII
Membership

The Corporation shall have no members.

ARTICLE IX
Directors

The affairs of the Corporation shall be managed under the direction of the board of directors of the Corporation. The qualifications and method of election of directors shall be stated in the bylaws of the Corporation. The Corporation shall have a minimum of three (3) directors, but may have more than the minimum number of directors if so stated in the bylaws of the Corporation.

ARTICLE X
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE XI
Non-Discrimination

The Corporation shall not discriminate against directors, officers, employees, and others on the basis of race, color, or national or ethnic origin.

ARTICLE XII
Dissolution

Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law, as the Directors shall determine.

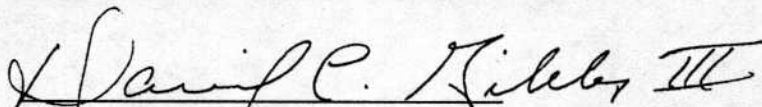
ARTICLE XIII
Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Corporation through its Chairman of the Board of Directors has executed these Amended and Restated Articles of Incorporation this 15 day of December, 1998.

CHRISTIAN TELEVISION CORPORATION, INC.

By:



David C. Gibbs, III

Chairman of the Board of Directors