

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, April 25, 2000*

*This is to Certify that the certificate of incorporation of*

### **ROYAL BROADCASTING, INC.**

*was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: April 25, 2000*



*State Corporation Commission*

*Attest:*

*Joel H. Pesh*  
Clerk of the Commission

**ARTICLES OF INCORPORATION**  
**OF**  
**ROYAL BROADCASTING, INC.**

ARTICLE I. Name. The name of the corporation is ROYAL BROADCASTING, INC.

ARTICLE II. Purpose. The purpose of the corporation is to transact any or all lawful business not required to be stated in the articles of incorporation. The corporation shall have all powers not prohibited by law or required to be stated in the articles of incorporation.

ARTICLE III. Capital Stock. The aggregate number of shares that the corporation shall have authority to issue is 5,000 shares of common stock.

ARTICLE IV. Pre-emptive Rights. Holders of the capital stock of the corporation shall have pre-emptive rights except with respect to:

1. Shares issued to officers or employees of the corporation or of its subsidiaries pursuant to a plan approved by the shareholders; and
2. Shares sold other than for money.

ARTICLES V. Indemnification. Each person now or hereafter a director or officer of the corporation (and his heirs, executors and administrators) shall be indemnified by the corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a

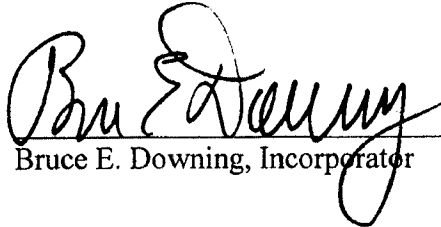
director or officer of the corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), except where such indemnification is prohibited by applicable law.

ARTICLE VI. Registered Office and Agent. The corporation's initial registered office is located at 21 S. Loudoun Street, Winchester, Virginia, 22601, which is located in the City of Winchester, Virginia. The initial registered agent at that office is Bruce E. Downing, Esq. who is a resident of Virginia.

ARTICLE VII. Board of Directors. Unless modified by by-laws, the Board of Directors shall be composed of not more than three (3) directors. The directors constituting the initial Board of Directors are:

Andrew Shearer  
2134 Haven Road  
Wilmington, DE 19809

Dated: April 20, 2000

  
Bruce E. Downing, Incorporator