

AMENDED AND RESTATED BYLAWS
OF
CHRISTIAN TELEVISION OF PALM BEACH COUNTY, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I
Offices

The principal office of Christian Television of Palm Beach County, Inc., a Florida not-for-profit corporation (the "Corporation") is to be located at 6922 142nd Avenue North, in the City of Largo, County of Pinellas, State of Florida. The Corporation may have such other offices, either within or without the State of Florida, as the board of directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II
Board of Directors

SECTION 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of directors.

SECTION 2. Number, Tenure, and Qualification. The number of directors of the Corporation shall be determined by the board of directors, from time to time, by resolution. The number of directors may be increased or decreased from time to time by amendment of these bylaws, provided the Corporation shall always have at least three (3) directors. Each elected director shall hold office until his/her successor shall have been elected and qualified or until his/her earlier resignation, removal from office, or death. Directors shall be natural persons who are eighteen (18) years of age or older, but need not be residents of the State of Florida.

SECTION 3. Annual and Regular Meetings. The annual meeting of the board of directors shall be called by the chairman of the board or the board of directors and shall be held without other notice than this bylaw. The board of directors may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution.

SECTION 4. Special Meetings. Special meetings of the board of directors may be called by the chairman of the board, by the president or by any two directors. The person or persons who call a special meeting of the board of directors may fix the place and time for holding such special meeting.

SECTION 5. Notice. Notice of any special meeting of the board of directors shall be given at least two (2) days before the meeting by written notice delivered personally, by first-class mail, telegram, cablegram, teletype, facsimile, or any other form of electronic communication to each director at his/her home or business address, unless in case of emergency, the chairman of the board of directors or the president of the Corporation shall prescribe a shorter notice to be given personally, or by telegraph, cablegram, teletype, facsimile, or other form of electronic communication to each director at his/her residence or business address. If a notice of special meeting is sent by first-class mail, such notice shall be deemed delivered five (5) days after its deposit in the United States mail, if mailed postpaid and correctly addressed. Any director may waive notice of any meeting, before or after the meeting, by delivering an executed written waiver of notice to the secretary of the Corporation for filing with the minutes in the Corporation's records. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened, and thereafter does not vote for or assent to action taken at the meeting.

SECTION 6. Quorum. A majority of the number of directors fixed pursuant to Section 2 of this Article II shall constitute a quorum for the transaction of business at any meeting of the board of directors. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

SECTION 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

SECTION 8. Removal. A director may be removed from office, with or without cause, from his/her position as a director of the Corporation upon a majority vote of all of the directors of the Corporation. In the event that the removal of a director is to be considered at a meeting of the directors, the notice of any such meeting shall be delivered to each director entitled to vote at such meeting in the manner prescribed in Article II, Section 5 of these bylaws, and further such notice shall state the name of the director to be removed. If removal is effected at the meeting, any vacancies created thereby may be filled by the directors at the same meeting. A director removed from office shall turn over any and all records of the corporation, in his or her possession, within 72 hours of removal from office.

SECTION 9. Vacancies. Any vacancy occurring in the board of directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors or by the sole remaining director. A director elected to fill a vacancy shall hold office only until his/her successor shall be elected and qualified or until his/her earlier resignation, removal from office, or death.

SECTION 10. Presumption of Assent. A director of the Corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest or, the director objects, at the beginning of the meeting to the holding of the meeting or the transacting of such business.

SECTION 11. Constructive Presence at a Meeting. A member of the board of directors may participate in a meeting of such board by means of a conference telephone or similar

communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

SECTION 12. Action Without a Meeting. Any action required by law to be taken at any meeting of the directors of the Corporation or any action which may be taken at a meeting of the directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the directors.

ARTICLE III
Officers

SECTION 1. Number. The officers of the Corporation shall be a president, a secretary, and a treasurer, each of whom shall be elected by the board of directors. One or more vice presidents and such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors.

SECTION 2. Election and Term of Office. The officers of the Corporation shall be elected by the board of directors. Each elected officer shall hold office until his/her successor shall have been elected and qualified or until his/her earlier resignation, removal from office, or death. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient.

SECTION 3. Removal. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. Vacancies. A vacancy, however occurring, in any office may be filled by the board of directors.

SECTION 5. President. The president shall be the principal executive officer of the Corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business affairs of the Corporation. The president shall, when present, preside at all meetings of the members and of the board of directors, unless the board of directors has elected a chairman of the board and the chairman of the board is present at such meeting. The president may sign, with the secretary or any other proper officer of the Corporation thereunto authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The president shall in general perform all duties as from time to time may be assigned to him by the board of directors.

SECTION 6. Vice President. In the absence of the president or in the event of the president's death or inability or refusal to act, the vice president, if one is elected, shall have the duties of the president, and when so acting, shall have all the powers of, and be subject to all the

restrictions upon, the president. The vice president, if one is elected, shall perform such other duties as from time to time may be assigned to him/her by the president or the board of directors.

SECTION 7. Secretary. The secretary shall: (a) keep the minutes of all the meetings of the members and the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; (e) have general charge of the membership book of the Corporation; and (f) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

SECTION 8. Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these bylaws; and (b) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the board of directors shall determine.

ARTICLE IV
Resignations

Any director or officer of the Corporation may resign at any time by giving written notice to the board of directors, to the chairman of the board, to the president, or to the secretary of the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time is not specified therein, upon delivery of the notice of resignation, by any means defined in Article II, Section 5, to any person or body authorized under this Article IV to receive such notice. Acceptance of a resignation by the board of directors shall not be required to make such resignation effective; provided, however, where such resignation alone or in combination with other resignations tendered or previously accepted would result in a transfer of control, as viewed by the F.C.C., then acceptance shall be required to make such resignation(s) effective if the ownership of the broadcast property is involved.

ARTICLE V
Contracts, Loans, Checks, and Deposits

SECTION 1. Contracts. The board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors may select.

ARTICLE VI
Fiscal Year

The fiscal year of the Corporation shall begin on January 1st and end on December 31st in each year.

ARTICLE VII
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

ARTICLE VIII
Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Corporation under the provisions of these bylaws or under the provisions of its articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX
F.C.C. Compliance

The Corporation shall comply with all applicable F.C.C. rules and regulations.

ARTICLE X
Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote of the majority of the directors in office at any meeting.

Adopted December 15, 1998.

TRAF150940.01 4

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors may select.

ARTICLE VI
Fiscal Year

The fiscal year of the Corporation shall begin on January 1st and end on December 31st in each year.

ARTICLE VII
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

ARTICLE VIII
Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Corporation under the provisions of these bylaws or under the provisions of its articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX
F.C.C. Compliance

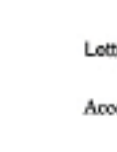
The Corporation shall comply with all applicable F.C.C. rules and regulations.

ARTICLE X
Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote of the majority of the directors in office at any meeting.

Adopted December 15, 1998.

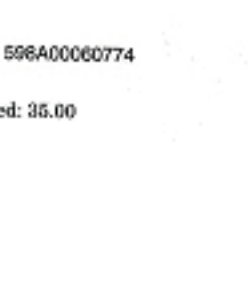
TRAF150940.01 5



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1998

CARLTON FIELDS
ATTN: DEBRA NAUGHTON
TALLAHASSEE, FL



Re: Document Number 759751
The Amended and Restated Articles of Incorporation for CHRISTIAN TELEVISION OF PALM BEACH COUNTY, INC., a Florida corporation, were filed on December 28, 1998.
Should you have any questions concerning this matter, please telephone (850) 487-6050, the Amendment Filing Section.
Velma Shepard
Corporate Specialist
Division of Corporations
Letter Number: 596A00060774
Account number: FCA000000017
Account charged: 35.00
Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314