

INSTRUCTIONS FOR COMPLETING FEE PROCESSING FORM, FCC FORM 155, August 1991

- (1) **"Applicant Name"** - Enter the name (last, first, middle initial) of the applicant as it appears on the original application or filing being submitted with this Fee Processing Form. If company, enter name which is used commercially.
- (2) **"Mailing Address (Line 1)"** - Enter the street address or post office box number to which the applicant wishes correspondence sent.
- (3) **"Mailing Address (Line 2)"** - This line may be used for further identification of the address if additional space is required.
- (4) **"City"** - Enter the name of the city associated with the given street address.
- (5) **"State or Country"** - Enter the appropriate two-digit state abbreviation as prescribed by the U.S. Postal Service. If address is foreign, enter the appropriate country name here.
- (6) **"ZIP Code"** - Enter the appropriate five or nine-digit ZIP Code prescribed by the U.S. Postal Service.
- (7) **"Call Sign or Other FCC Identifier"** - Enter the applicable call or unique FCC identifier, if any, as shown on your attached application or filing. If applying for a service affecting more than one call sign, enter one call sign only.
- (8) **Column (A), "Fee Type Code"** - Enter correct Fee Type Code(s) from the appropriate Fee Filing Guide. Only one Fee Processing Form may be submitted per application or filing. Inaccurate or erroneous Fee Type Codes may result in your application or filing being returned to you without further processing.
- (9) **Column (B), "Fee Multiple"** - Certain applications and filings may request action with respect to more than one station, license, frequency, or party and can be submitted together with one check if they meet specific conditions. This column is used only if a multiple, i.e., two or more, is being applied for. Examples of when this would be used are renewing more than one call sign, frequency, station, or the transfer of control of more than one station. Refer to the appropriate Fee Filing Guide for additional information.
- (10) **Column (C), "Fee Due for Fee Type Code in Column (A)"** - Enter in this block the amount of the fee associated with the Fee Type Code shown in Column (A) (times (X) the fee multiple, if required).
- (11) **"Total Amount Remitted With This Application or Filing"** - Enter the total of lines (1) through (5) of Column (C). This amount should equal the amount of your check or money order. We will not accept multiple checks.

HOW TO SUBMIT APPLICATIONS AND FILINGS

- o Each application or filing should be assembled with the Fee Processing Form, FCC Form 155, stapled to the top of the application with the check placed on top of the Fee Processing Form. **DO NOT STAPLE THE CHECK TO THE APPLICATION OR FEE PROCESSING FORM, FCC FORM 155.** Required copies of applications should be clearly identified as "duplicate copy" and placed behind the original package. **"Stamp and receipt" copies should be placed on top of the original package and CLEARLY identified as return copies.** Extraneous material and extra copies should be avoided at all times. Failure to follow these instructions will delay the processing of your submission.
- o Completed applications or filings should be mailed to the proper address shown in the Fee Filing Guide for the particular service for which you are applying or making a filing. **All applications and filings must be properly addressed to the appropriate P.O. box number, even if hand delivered to the address listed below.** Applications received before midnight on a normal business day will receive that day's date as the receipt date. Deliveries made after midnight on Fridays will not be officially received until the next Monday. Applications received on weekends and government holidays are dated the next regular business day.
- o A single check, bank draft or money order made payable to the Federal Communications Commission and denominated in U.S. dollars and drawn upon a U.S. financial institution must be included with each application or filing requiring a fee. No postdated, altered or third-party checks will be accepted. Do not send cash.
- o Parties hand delivering applications or filings may receive dated receipt copies by presenting copies of the applications or filings to the acceptance clerk at the time of delivery. **Receipts will be provided for mail-in applications or filings if an extra copy of the application or filing is provided along with a self-addressed stamped envelope. Only one piece of paper per application or filing will be stamped for receipt purposes.**

REMEMBER

- o A separate completed Fee Processing Form is required with each application or filing except in certain circumstances. Please refer to the appropriate Fee Filing Guide for additional information.
- o A wrong Fee Type Code or incorrect remittance may result in your application or filing being returned without processing, or result in the dismissal of your application or filing. Please ensure that **FEE TYPE CODES are correct and that your check or money order equals the amount shown in the TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING block** before submitting your application or filing.
- o If you have any questions completing this form, please call the Fees Hotline, 202/632-FEES.

FCC NOTICE FOR INDIVIDUALS REQUIRED BY THE PRIVACY ACT AND THE PAPERWORK REDUCTION ACT

Part 1, Subpart G of the Commission's rules authorize the FCC to request the information on this form. The information requested is required in order to obtain a license or authorization from the Commission. The purpose of the information is to provide a means to link a fee payment to a specific invoice, application or filing. The information will be used by the Commission to maintain data concerning fees paid to the Commission, for internal financial control, audit, and reporting purposes. Information requested on this form will be available to the public. Your response is required to obtain a license or other authorization from the Commission.

Public reporting burden for this collection of information is estimated to average 10 minutes per response, including the time for reviewing instructions, searching data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Federal Communications Commission, Office of Managing Director, Washington, DC 20554 and to the Office of Management and Budget, Paperwork Reduction Project (3060-0440), Washington, DC 20503.

THIS ADDRESS IS FOR HAND CARRY OR COURIER DELIVERY ONLY:

Federal Communications Commission
c/o Mellon Bank
Three Mellon Bank Center
525 William Penn Way
27th Floor, Room 153-2713
Pittsburgh, Pennsylvania 15259-0001
(Attention: Wholesale Lockbox Shift Supervisor)

MM 76-113
239

THARRINGTON, SMITH & HARGROVE
ATTORNEYS AT LAW
RALEIGH, NORTH CAROLINA

FEB 3 10 20 AM '94

CARLISLE W. HIGGINS
(1887-1980)
J. HAROLD THARRINGTON
WADE M. SMITH
ROGER W. SMITH
WADE H. HARGROVE
GEORGE T. REGISTER, JR.
CARLYN G. POOLE
MARK J. PRAK
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RALEIGH OFFICE
209 FAYETTEVILLE STREET MALL
P. O. BOX 1151
RALEIGH, N. C. 27602

TELEPHONE
(919) 821-4711
TELECOPIER
(919) 829-1583

WASHINGTON OFFICE
2000 L STREET N.W., SUITE 200
WASHINGTON, D. C. 20036

TELEPHONE
(202) 452-9271

January 24, 1994

Mr. William F. Caton
Secretary
Federal Communications Commission
1919 M Street, N.W.
Stop Code - 1170
Washington, D.C. 20554

Re: 8910-SML

RECEIVED
FEB 02 1994
FCC

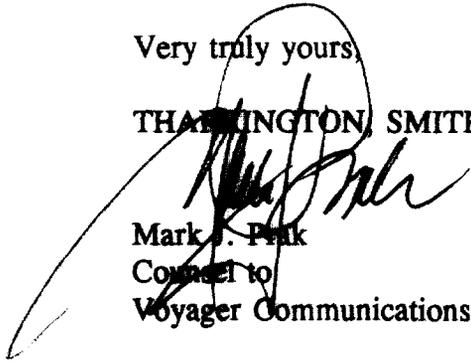
Dear Mr. Caton:

Transmitted herewith, in triplicate, on behalf of Voyager Communications V, Inc., licensee of Radio Station WLWZ(AM), Easley, South Carolina, is an Anti-Drug Abuse Act Certification to be associated with the licensee's request for Special Temporary Authority to remain silent.

If any questions should arise during the course of your consideration of this matter, it is respectfully requested that you communicate with this office.

Very truly yours,

THARRINGTON, SMITH & HARGROVE


Mark J. Prak
Counsel to
Voyager Communications V, Inc.

MJP/mt
Enclosures

cc: James R. Burtle w/enc.

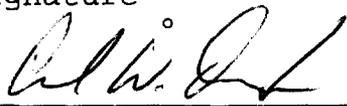
8910-SML
WLWZ (AM)

ANTI-DRUG ABUSE ACT CERTIFICATION

The applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a, or, in the case of a non-individual applicant (e.g. corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b).

Yes

No

° Name of Applicant	° Signature
° Voyager Communications V, ° Inc.	° 
° Date	° Title
° 1-19-99	° Vice-President of Engineering

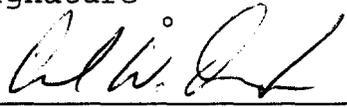
RECEIVED
FEB 02 1999

ANTI-DRUG ABUSE ACT CERTIFICATION

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Yes

No

° Name of Applicant	° Signature
° Voyager Communications V, ° Inc.	° 
° Date	° Title
° 1-19-97	° Vice-President of Engineering

REMOVED
FEB 02 1994
FCC

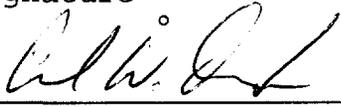
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WLWZ (AM)

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Yes

No

◦ Name of Applicant	◦ Signature
◦ Voyager Communications V, ◦ Inc.	◦ 
◦ Date	◦ Title
◦ 1-19-99	◦ Vice-President of Engineering

RECEIVED
FEB 02 1999
FCC MAIL ROOM

FEDERAL COMMUNICATIONS COMMISSION

Washington, D.C. 20554

February 18, 1994

Rm-239

MM 96-118

FCC MAIL SECTION

In Reply Refer To:

8910 - SML

Stop Code 1800B2

Mar 22 2:33 PM '94
Mail Room
Tharrington, Smith & Hargrove
209 Fayetteville Street Mall
P.O. Box 1152 BY
Raleigh, NC 27602

In re: WLWZ (AM)
Easley, South Carolina

Dear Sir or Madame:

This letter concerns your pending request for authority to remain silent. Temporary authority is hereby granted for the above-referenced station(s) to remain silent for three months from the date of this letter.

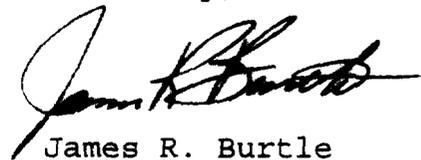
On December 11, 1991, the Commission adopted a Report and Order (copy attached) which amended Part 1 of the Commission's Rules, to implement Section 5301 of the Anti Drug Abuse Act of 1988. Pursuant to the Report and Order, any requests for extension of this authority must be accompanied by a certification that neither the applicant nor any party to the request is subject to a denial of Federal benefits under Section 5301. Please use the attached certification page to comply with this requirement.

Any further requests for extension of this authority must be accompanied by a detailed summary of steps taken to return the station to on-air operations.

It will be necessary to maintain prescribed tower lighting in accordance with the station's license authorization. If an extension is not required, you are requested to notify the Commission, in writing, of the exact date the station resumes on-air operations.

In the event that any AM station remains silent for a period over 6 months, it will be necessary to file with the Commission, prior to returning the station to on-air operations, an FCC Form 302 for direct measurement of power which should include a partial proof of performance for stations with directional antennas.

Sincerely,



James R. Burtle
Chief, AM Branch
Audio Services Division
Mass Media Bureau

Attachments

8910-SML
WLWZ (AM)

ANTI-DRUG ABUSE ACT CERTIFICATION

The applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862a, or, in the case of a non-individual applicant (e.g. corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b).

Yes

No

° Name of Applicant	° Signature	°
°	°	°
°	°	°
° Date	° Title	°
°	°	°
°	°	°

Handwritten: K. G. 106-118
RECEIVED

DEC 13 1993

THARRINGTON, SMITH & HARGROVE
ATTORNEYS AT LAW
RALEIGH, NORTH CAROLINA

FCC - MAIL ROOM

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WADE M. SMITH
ROGER W. SMITH
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WASHINGTON OFFICE
2000 L STREET, N. W., SUITE 200
WASHINGTON, D. C. 20036
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(202) 452-9271

December 10, 1993

AM BRANCH

DEC 15 1993

RECEIVED

Mr. William F. Caton
Secretary
Federal Communications Commission
1919 M Street, N.W.
Stop Code - 1170
Washington, D.C. 20554

Re: WLWZ(AM), Easley, South Carolina

Dear Mr. Caton:

This is to inform the Commission, pursuant to Section 73.1740(a)(4) of the Rules, that Radio Station WLWZ(AM), Easley, South Carolina, has discontinued operations pending search for an appropriate main studio. The station is presently under contract to be sold pursuant to Commission approval.

The licensee is informed and believes that the assignee will return the station to the air within 60 days or otherwise notify the Commission.

Accordingly, it is respectfully requested that the licensee be granted authority to remain off-the-air pending approval and consummation of the pending assignment of license (File No. BAL-931122GH).

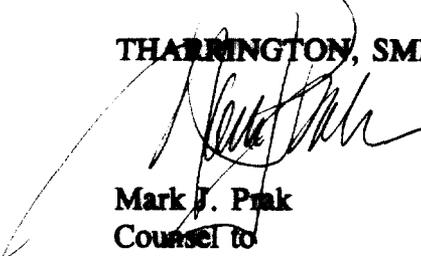
THARRINGTON, SMITH & HARGROVE

Mr. William F. Caton
December 10, 1993
Page 2.

If any questions should arise during the course of your consideration of this matter, it is respectfully requested that you communicate with this office.

Very truly yours,

THARRINGTON, SMITH & HARGROVE



Mark J. Prak
Counsel to
Voyager Communications V, Inc.

MJP/mt

Enclosure

WLWZ-AM
AM BRANCH

JAN 31 1994

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RALEIGH, NORTH CAROLINA

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RALEIGH OFFICE
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WASHINGTON, D. C. 20036
TELEPHONE
(202) 452-9271

January 24, 1994

Mr. William F. Caton
Secretary
Federal Communications Commission
1919 M Street, N.W.
Stop Code - 1170
Washington, D.C. 20554

Re: 8910-SML

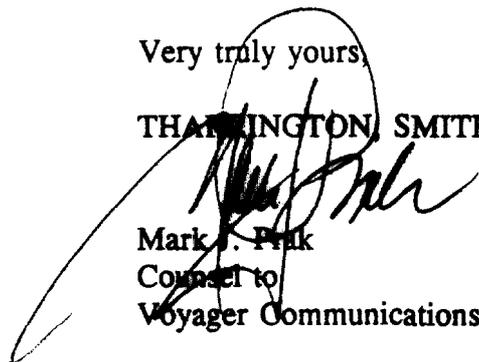
Dear Mr. Caton:

Transmitted herewith, in triplicate, on behalf of Voyager Communications V, Inc., licensee of Radio Station WLWZ(AM), Easley, South Carolina, is an Anti-Drug Abuse Act Certification to be associated with the licensee's request for Special Temporary Authority to remain silent.

If any questions should arise during the course of your consideration of this matter, it is respectfully requested that you communicate with this office.

Very truly yours,

THARRINGTON, SMITH & HARGROVE



Mark J. Prak
Counsel to
Voyager Communications V, Inc.

MJP/mt
Enclosures

cc: James R. Burtle w/enc.

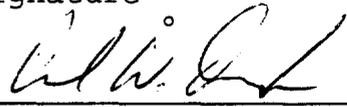
8910-SML
WLWZ (AM)

ANTI-DRUG ABUSE ACT CERTIFICATION

The applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a, or, in the case of a non-individual applicant (e.g. corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b).

Yes

No

° Name of Applicant	° Signature
° Voyager Communications V, ° Inc.	° 
° Date	° Title
° 1-19-97	° Vice-President of Engineering

THARRINGTON, SMITH & HARGROVE
ATTORNEYS AT LAW
RALEIGH, NORTH CAROLINA

CARLISLE W. HIGGINS
(1987-1990)

J. HAROLD THARRINGTON
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ROD MALONE
MARCUS W. TRATHEN
E. HARDY LEWIS
JAYE POWELL MEYER

MAR 2 11 58 AM 1994
RALEIGH OFFICE
309 FAYETTEVILLE STREET MALL
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RALEIGH, N. C. 27602
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WASHINGTON OFFICE
2000 L STREET N.W., SUITE 200
WASHINGTON, D. C. 20036
TELEPHONE
(202) 452-9271

February 24, 1994

Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W.
Stop Code - 1170
Washington, D.C. 20554

FEB 28 1994

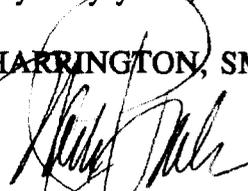
Dear Mr. Caton:

This is to notify the Commission that the assignment of license of Radio Station WLWZ(AM), Easley, South Carolina, from Voyager Communications V, Inc. to HMW Communications, Inc. was not consummated (File No. BAL-931122GH). Voyager Communications V, Inc. remains the licensee of Radio Station WLWZ(AM).

If any questions should arise during the course of your consideration of this matter, it is respectfully requested that you communicate with this office.

Very truly yours,

THARRINGTON, SMITH & HARGROVE


Mark J. Prak
Counsel to
Voyager Communications V, Inc.

MJP/mt
Enclosure
cc: Martin R. Leader

23

THARRINGTON, SMITH & HARGROVE
ATTORNEYS AT LAW
RALEIGH, NORTH CAROLINA

CARLISLE W. HIGGINS
(1887-1980)

J. HAROLD THARRINGTON
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WASHINGTON OFFICE
2000 L STREET N.W., SUITE 200
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March 8, 1994

Mr. William F. Caton
Secretary
Federal Communications Commission
1919 M Street, N.W.
Stop Code - 1170
Washington, D.C. 20554

RECEIVED
MAR 17 1994
FCC

Re: 8910-SML

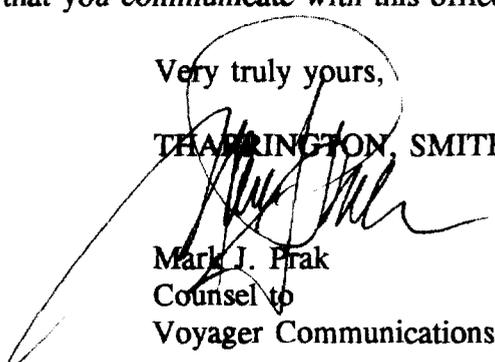
Dear Mr. Caton:

Transmitted herewith, in triplicate, on behalf of Voyager Communications V, Inc., licensee of Radio Station WLWZ(AM), Easley, South Carolina, is an Anti-Drug Abuse Act Certification to be associated with the licensee's request for Special Temporary Authority to remain silent which was granted by the Commission on February 18, 1994.

If any questions should arise during the course of your consideration of this matter, it is respectfully requested that you communicate with this office.

Very truly yours,

THARRINGTON, SMITH & HARGROVE


Mark J. Prak
Counsel to
Voyager Communications V, Inc.

MJP/mt

Enclosures

cc: James R. Burtle w/enc.

ANTI-DRUG ABUSE ACT CERTIFICATION

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Yes

No

° Name of Applicant	° Signature	°
° Voyager Communications V, Inc.	<i>Carol J. ...</i>	°
° Date	° Title	°
° 2/25/94	° Chairman and Secretary	°

RECEIVED
MAR 17 1994
FCC

8910-SML
WLWZ (AM)

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Yes

No

RECEIVED
MAR 17 1994
FCC

° Name of Applicant	° Signature	°
° Voyager Communications V, Inc.	° <i>Carole O. Daulton</i>	°
° Date	° Title	°
° 2/28/94	° Chairman and Secretary	°

8910-SML
WLWZ (AM)

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Yes

No

◦ Name of Applicant	◦ Signature
◦ Voyager Communications V, Inc.	◦ <i>Carole W. Jones</i>
◦ Date	◦ Title
◦ 2/28/94	◦ Chairman and Secretary

RECEIVED
MAR 17 1994
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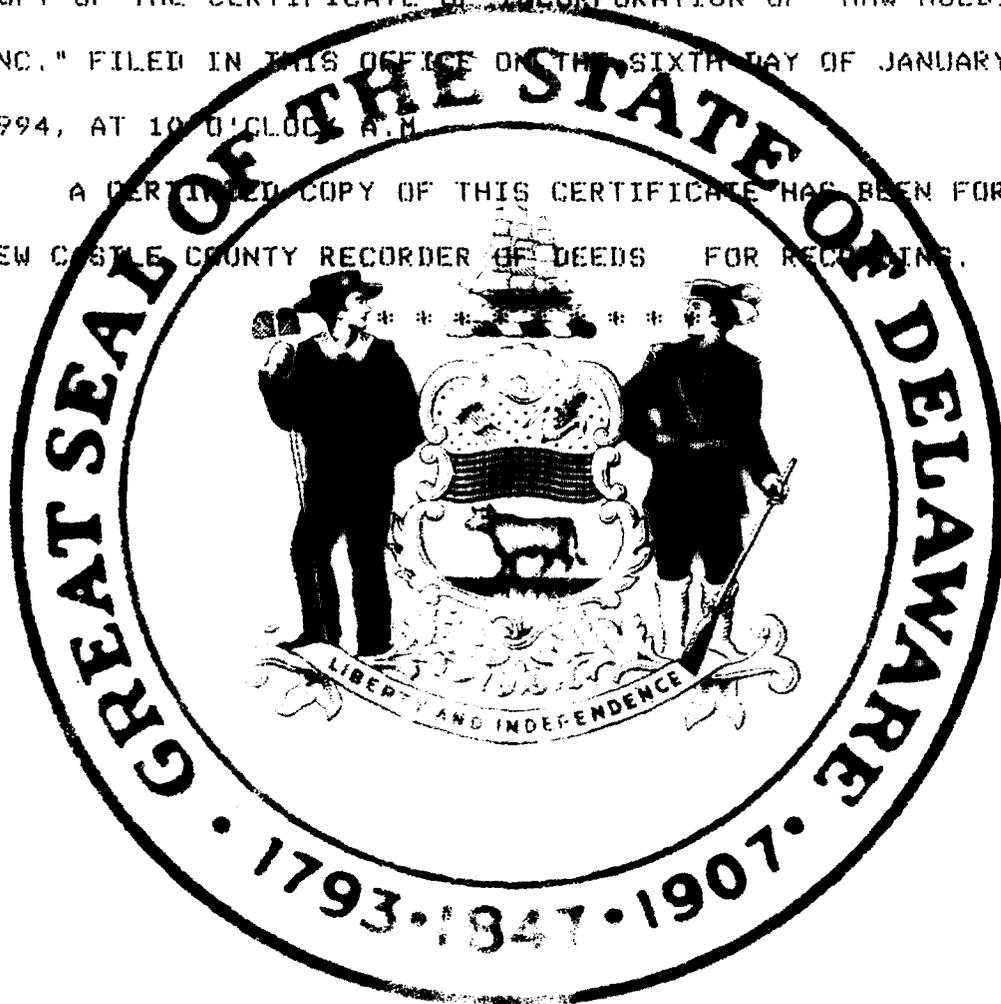
State of Delaware
Office of the Secretary of State

20010-118

WLTW AM
Merrill BC

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "HMW HOLDINGS NO. 2, INC." FILED IN THIS OFFICE ON THE SIXTH DAY OF JANUARY, A.D. 1994, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *4231566

DATE: 01/06/1994

CERTIFICATE OF INCORPORATION
OF
HMW HOLDINGS NO. 2, INC.

I, the undersigned natural person acting as an incorporator of a corporation (hereinafter called the "Corporation") under the General Corporation Law of the State of Delaware, do hereby adopt the following Certificate of Incorporation for the Corporation:

FIRST: The name of the Corporation is HMW Holdings No. 2, Inc.

SECOND: The registered office of the Corporation in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

THIRD: The purpose for which the Corporation is organized is to engage in any and all lawful acts and activity for which corporations may be organized under the General Corporation Law of the State of Delaware. The Corporation will have perpetual existence.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares, par value \$.01 per share, designated Common Stock.

FIFTH: The name of the incorporator of the Corporation is Harlin R. Dean, Jr. and the mailing address of such incorporator is 100 Crescent Court, Suite 1300, Dallas, Texas 75201-6950.

SIXTH: The number of directors constituting the initial board of directors are two, and the names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until his successor is elected and qualified are as follows:

Thomas O. Hicks	200 Crescent Court, Suite 1600 Dallas, Texas 75201
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Eric C. Neuman	200 Crescent Court, Suite 1600 Dallas, Texas 75201
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SEVENTH: Directors of the Corporation need not be elected by written ballot unless the bylaws of the Corporation otherwise provide.

EIGHTH: The directors of the Corporation shall have the power to adopt, amend, and repeal the bylaws of the Corporation.

NINTH: No contract or transaction between the Corporation and one or more of its directors, officers, or stockholders or between the Corporation and any person (as used herein "person" means other corporation, partnership, association, firm, trust, joint venture, political subdivision, or instrumentality) or other organization in which one or more of its directors, officers, or stockholders are directors, officers, or stockholders, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if: (i) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (ii) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the board of directors, a committee thereof, or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

TENTH: The Corporation shall indemnify any person who was, is, or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent permitted under

the Delaware General Corporation Law, as the same exists or may hereafter be amended. Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Corporation or elects to continue to serve as a director or officer of the Corporation while this Article Tenth is in effect. Any repeal or amendment of this Article Tenth shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the Corporation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment to this Article Tenth. Such right shall include the right to be paid by the Corporation expenses incurred in investigating or defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Delaware General Corporation Law, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Delaware General Corporation Law, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors or any committee thereof, independent legal counsel, or stockholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its board of directors or any committee thereof, independent legal counsel, or stockholders) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of stockholders or directors, agreement, or otherwise.

The Corporation may additionally indemnify any employee or agent of the Corporation to the fullest extent permitted by law.

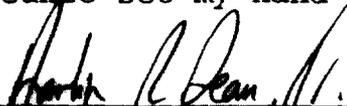
Without limiting the generality of the foregoing, to the extent permitted by then applicable law, the grant of mandatory indemnification pursuant to this Article Tenth shall extend to proceedings involving the negligence of such person.

As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

ELEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or amendment of this Article Eleventh by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article Eleventh, a director shall not be liable to the Corporation or its stockholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the General Corporation Law of the State of Delaware.

TWELFTH: The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

I, the undersigned, for the purpose of forming the Corporation under the laws of the State of Delaware, do make, file, and record this Certificate of Incorporation and do certify that this is my act and deed and that the facts stated herein are true and, accordingly, I do hereunto set my hand on this 5th day of January, 1994.



Harlin R. Dean, Jr.

BYLAWS

OF

HMW HOLDINGS NO. 2, INC.

A Delaware Corporation

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