

UNANIMOUS WRITTEN CONSENT

OF

THE STOCKHOLDERS

OF

FOX TELEVISION HOLDINGS, INC.

The undersigned, being all of the stockholders of **FOX TELEVISION HOLDINGS, INC.**, a Delaware corporation (the "Corporation"), and acting pursuant to Section 228(a) and 242(b) of the General Corporation Law of the State of Delaware, do hereby adopt the following resolution:

WHEREAS, the Board of Directors of the Corporation has adopted a resolution setting forth a proposed Restated Certificate of Incorporation of the Corporation, and has declared such Restated Certificate of Incorporation to be advisable and in the best interests of the Corporation; and

WHEREAS, the Board of Directors of the Corporation has caused to be delivered to the stockholders of the Corporation a copy of the proposed Restated Certificate of Incorporation of the Corporation, and has resolved that the proposed Restated Certificate of Incorporation be considered at a special meeting of the stockholders of the Corporation or by written consent in lieu thereof; it is therefore

RESOLVED, that the stockholders of the Corporation hereby approve the Restated Certificate of Incorporation of the Corporation in the form heretofore delivered to the stockholders.

IN WITNESS WHEREOF, the undersigned have hereby executed this
consent.

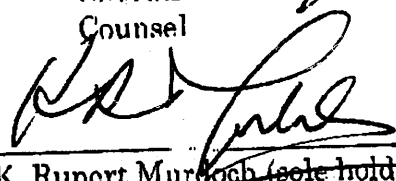
Dated: July 21, 2005

FOX ENTERTAINMENT GROUP, INC.
(sole holder of the Common Stock of the
Corporation)

By: 

Lawrence A. Jacobs
Executive Vice President and General
Counsel

Dated: July 29, 2005


K. Rupert Murdoch (sole holder of the
Preferred Stock of the Corporation)

WRITTEN CONSENT
OF
THE SOLE HOLDER
OF
PREFERRED STOCK OF
FOX TELEVISION HOLDINGS, INC.

The undersigned, being the sole holder of Preferred Stock of **FOX TELEVISION HOLDINGS, INC.**, a Delaware corporation (the "Corporation"), and acting pursuant to Section 228(a) and 242(b) of the General Corporation Law of the State of Delaware, does hereby adopt the following resolution:

WHEREAS, the Board of Directors of the Corporation has adopted a resolution setting forth a proposed Restated Certificate of Incorporation of the Corporation, and has declared such Restated Certificate of Incorporation to be advisable and in the best interests of the Corporation; and

WHEREAS, the proposed Restated Certificate of Incorporation of the Corporation would change the voting powers of shares of Preferred Stock of the Corporation so as to affect such shares adversely; and

WHEREAS, pursuant to Section 242(b)(2) of the General Corporation Law of the State of Delaware the holder of the outstanding Preferred Stock of the Corporation is entitled to vote as a class upon the proposed Restated Certificate of Incorporation; and

WHEREAS, the Board of Directors of the Corporation has caused to be delivered to the sole holder of Preferred Stock of the Corporation a copy of the proposed Restated

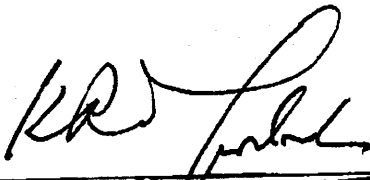
Certificate of Incorporation of the Corporation, and has resolved that the proposed Restated Certificate of Incorporation be considered at a special meeting of the sole stockholder of the Corporation or by written consent in lieu thereof;

it is therefore

RESOLVED, that the holder of the outstanding Preferred Stock of the Corporation hereby approves the Restated Certificate of Incorporation of the Corporation in the form heretofore delivered to such stockholder.

IN WITNESS WHEREOF, the undersigned has hereby executed this
consent.

Dated: July 21, 2005



K. Rupert Musto (sole holder of the
Preferred Stock of the Corporation)

UNANIMOUS WRITTEN CONSENT

OF

THE BOARD OF DIRECTORS

OF

FOX TELEVISION HOLDINGS, INC.

The undersigned, being all of the directors of **FOX TELEVISION HOLDINGS, INC.**, a Delaware corporation (the "Corporation"), and acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, do hereby adopt the following resolutions:

RESOLVED, that Board of Directors hereby declares that the proposed amendment and restatement of the Certificate of Incorporation of the Corporation, as set forth in Annex A attached hereto (the "Restated Certificate of Incorporation"), is advisable and in the best interests of the Corporation; and it is further

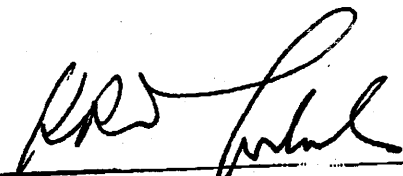
RESOLVED, that in accordance with Section 242(b) of the General Corporation Law of the State of Delaware, the proposed Restated Certificate of Incorporation of the Corporation be considered at a special meeting of the stockholders of the Corporation and at a special meeting of the holder of Preferred Stock of the Corporation, or by written consent in lieu thereof, and that a copy of the proposed Restated Certificate of Incorporation be furnished to such stockholders; and it is further

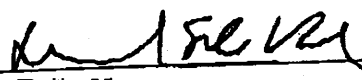
RESOLVED, that following the approval of the proposed Restated Certificate of Incorporation by the stockholders of the Corporation and by the holder of Preferred Stock of the Corporation, and following the receipt of such consents or approvals as may be required or desirable to be obtained from the Federal Communications Commission, the

President, any Vice President, the Secretary and any Assistant Secretary of the Corporation be, and each of them acting singly hereby is, authorized, empowered and directed to execute and to deliver to the Delaware Secretary of State the Restated Certificate of Incorporation and to execute such other documents and to do such further acts and things as any such officer or officers may determine necessary or desirable in connection with the foregoing resolutions, such determination being conclusively evidenced by such execution or action.

IN WITNESS WHEREOF, the undersigned have executed this consent this

29 day of July, 2005.


K. Rupert Murdoch


David F. DeVoe


Lachlan Murdoch

RESTATED
CERTIFICATE OF INCORPORATION
OF
FOX TELEVISION HOLDINGS, INC.

Fox Television Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation (hereinafter referred to as the "Corporation") is "Fox Television Holdings, Inc."

2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 20, 1985 under the name "United Broadcasting Company, Inc."

3. The Certificate of Incorporation is hereby amended to delete in its entirety the first sentence of Section C(1) of Article Fourth, and to replace such sentence with the following sentence:

"Except as otherwise provided by law, the voting power for the election of directors and for all other purposes shall be vested in the Common Stock and in the Preferred Stock voting together as one class on all matters, and each outstanding share of Common Stock shall be entitled to one vote for all purposes and each outstanding share of Preferred Stock shall be entitled to 0.055 vote for all purposes."

The Certificate of Incorporation is further amended by correcting certain typographical errors.

4. This Restated Certificate of Incorporation has been duly adopted in accordance with Sections 103, 242 and 245 of the General Corporation Law of the State of Delaware.

5. The text of the Certificate of Incorporation of the Corporation, as hereby amended, is hereby restated to read in its entirety as follows:

FIRST. The name of this corporation (hereinafter called the "Corporation") is "Fox Television Holdings, Inc."

SECOND. The name and address of the Corporation's registered agent in the State of Delaware is Corporation Service Company, 1013 Centre Road, in the City of Wilmington, County of New Castle, Delaware 19805.

THIRD. The purpose or purposes of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The aggregate number of shares of stock which the Corporation shall have authority to issue, and the designations, relative rights, preferences, privileges and limitations attaching thereto shall be as follows:

(A) The aggregate number of shares of stock which the Corporation shall have authority to issue is Thirteen Thousand (13,000), of which Three Thousand (3,000) shares, par value One Dollar (\$1.00) per share, shall be Common Stock, and Ten Thousand (10,000) shares, par value One Hundred Dollars (\$100) per share, shall be Preferred Stock.

(B) No holder of stock of the Corporation of any class shall be entitled as of right to subscribe for, purchase or receive any new or additional shares of stock of any class, whether now or hereafter authorized, or notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, stock of any class; but all such new or additional shares of stock of any class, or notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, stock of any class may be issued or disposed of by the Board of Directors to such persons and on such terms as it, in its absolute discretion, may deem advisable.

(C) The designations, relative rights, preferences, privileges and limitations of the shares of each class and the restrictions and qualifications thereof are as follows:

(1) Except as otherwise provided by law, the voting power for the election of directors and for all other purposes shall be vested in the Common Stock and in the Preferred Stock voting together as one class on all matters, and each outstanding share of Common Stock shall be entitled to one vote for all purposes and each outstanding share of Preferred Stock shall be entitled to 0.055 vote for all purposes.

In the event that the Corporation shall reclassify either its Preferred Stock or Common Stock as a result of a stock dividend, split-up, split-down, subdivision, merger, consolidation, combination of shares or otherwise, the Preferred Stock or Common Stock affected thereby shall be appropriately adjusted to reflect such additional or substituted shares in order to preserve the relative voting rights of each shareholder.

(2) Except as otherwise required by law, and subject to the rights, preferences and limitations of the Preferred Stock:

(i) Each issued and outstanding share of the Common Stock shall entitle the holder of record thereof to receive cash dividends if, as and when declared with respect to the shares of the Common Stock in the sole and absolute discretion of the Board of Directors out of funds legally available therefor. In addition to such cash dividends, the Board of Directors may make share distributions of authorized but unissued shares of the Common Stock and/or of its treasury Common Stock, if any, and /or may make distributions of bonds or property of the Corporation, including the shares or bonds of other corporations. The holders of record of the issued and outstanding shares of Common Stock shall be entitled in respect of said Common Stock exclusively to receive any such cash dividends which may be declared and/or any such distributions which may be made on the Common Stock, each issued and outstanding share of the Common Stock entitling the holder of record to receive an equal proportion of said dividends and/or distributions. The Board of Directors may, in its sole and absolute discretion, declare a dividend payable on the Preferred Stock without declaring a dividend on the Common Stock.

(ii) In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after setting apart or paying in full the preferential amount to be paid to the holders of record of the issued and outstanding Preferred Stock, the holders of the Common Stock shall be entitled to share ratably in all remaining assets of the Corporation; provided, however, this provision shall not be deemed to require distribution of assets among the holders of the Common Stock in the event of a consolidation, merger, lease or sale which does not result in the liquidation or winding-up of the enterprise.

(3) Except as otherwise required by law:

(i) The holders of record of the issued and outstanding Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of the assets or funds of the Corporation legally available therefor, dividends at the fixed annual rate of \$12.00 per share, and no more, payable at such times as may be determined by the Board of Directors. Dividends on the Preferred Stock to the extent not declared and paid shall accrue and be cumulative from and after the date of the original issue thereof. Such dividends on the Preferred Stock shall be declared and paid, or set apart for payment, before any dividends or other distributions shall be declared or paid, or set apart for payment, on the Common Stock and shall be cumulative as above provided, so that if dividends at the annual rate of \$12.00 per share shall not have been declared or paid or set apart for payment on all the issued and outstanding Preferred Stock during any calendar year, then the aggregate cumulative deficiency shall be declared and fully paid, or set apart for payment, but without interest, before any dividends shall be declared or paid or set apart for payment on the Common Stock. Anything herein to the contrary notwithstanding, no dividends shall be declared or paid or set apart for

payment on the Common Stock so long as there exists any default on the part of the Corporation in respect of the rights of the Preferred Stock hereunder.

(ii) The issued and outstanding shares of Preferred Stock shall be redeemable by the Corporation in whole or in part upon the affirmative vote of the holders of 66-2/3% of the issued and outstanding shares of Common Stock; provided, however, that no such redemption shall be made if the Board of Directors shall determine that as a result of such redemption more than 25% of the issued and outstanding shares of Common Stock and Preferred Stock entitled to vote would be held of record by persons who are not citizens of, or incorporated entities formed in, the United States or would otherwise disqualify the Corporation or any subsidiary of the Corporation under Section 310 of the Communications Act of 1934, as amended (or a successor to such Act) (the "Communications Act") from being issued a television broadcast license by the United States Federal Communications Commission. In the event of a redemption, the holders of record of shares of Preferred Stock shall be paid, out of funds legally available therefor, the par value of each such share to be redeemed, plus a sum equal to accrued but unpaid dividends to the date fixed for redemption. In the event of such redemption, a notice fixing the date and place of redemption shall be mailed by the Corporation, postage prepaid, to each holder of record of the Preferred Stock to be redeemed at his address as it appears on the record of stockholders at least thirty (30) days prior to the redemption date. Such notice shall state the proportion of shares of the Preferred Stock so to be redeemed and the date for the presentation of certificates to be redeemed. On or after the redemption date, upon presentment of certificates for the Preferred Stock to be redeemed, the Corporation shall pay the full redemption price to the holder of record of such shares. In the event that less than all of the issued and outstanding shares of the Preferred Stock are to be redeemed and the holders of Common Stock voting in favor of the redemption have failed to specify a method for determining which shares of Preferred Stock are to be redeemed, the Board of Directors shall have full power and absolute discretion to select particular shares for redemption from the outstanding shares of the Preferred Stock. In such event, the Board of Directors shall NOT be required to prorate the shares of the Preferred Stock to be redeemed among the holders of the Preferred Stock and the proceedings of the Board of Directors in connection with the selection of the shares of Preferred Stock to be redeemed shall not be subject to challenge or attack; provided, however, that such redemption shall not cause more than 25% of the issued and outstanding shares of Common and Preferred Stock entitled to vote to be held by persons who are not citizens of, or incorporated entities formed in, the United States or would otherwise disqualify the Corporation or any subsidiary of the Corporation under Section 310 of the Communications Act from being issued a television broadcast license by the United States Federal Communications Commission. On and after the date fixed for such redemption, the holders of the shares of the Preferred Stock so called for redemption shall not be entitled to any dividends and shall not have any rights or interests as holders of said shares except to receive the payment or payments herein designated, without interest thereon,

upon presentation and surrender of the certificates therefor. Any Preferred Stock which shall at any time have been redeemed shall be retired and shall forthwith revert to the status of authorized and unissued shares and such surrendered certificates shall be canceled.

(iii) In the event of any distribution of assets upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, each issued and outstanding share of the Preferred Stock shall entitle the holder of record thereof to receive a payment from the Corporation from the assets and funds available therefor in an amount equal to the par value of each share to be redeemed, plus a sum equal to accrued but unpaid dividends to the date such payment is made. After setting apart or paying in full preferential amounts aforesaid to the holders of record of the issued and outstanding shares of the Preferred Stock, the remaining net assets, if any, shall be distributed exclusively to the holders of record of the issued and outstanding shares of the Common Stock entitling the holder of record thereof to receive any equal portion of said remaining assets. If the net assets of the Corporation shall be insufficient to pay in full the preferential amounts among the holders of the Preferred Stock as aforesaid, then each issued and outstanding share of the Preferred Stock shall entitle the holder of record thereof to an equal portion of said net assets, and the holders of the Common Stock shall in no event be entitled to participate in the distribution of said net assets. Without excluding any other proceeding which does in fact effect a liquidation, dissolution or winding-up of the Corporation, a merger or consolidation of the Corporation into or with any other corporation or a sale, lease, mortgage, pledge, exchange, transfer or other disposition by the Corporation of all or substantially all of its assets, shall not be deemed for the purposes hereof, to be a liquidation, dissolution or winding-up of the Corporation.

4.A. The voting capital stock of the Corporation shall only be owned by, and shall only be recorded on the books and records of the Corporation in the name of, persons who are citizens of, or incorporated entities formed in, the United States or who would not otherwise disqualify the Corporation or any subsidiary of the Corporation under Section 310 of the Communications Act from being issued a television broadcast license by the Federal Communications Commission. The provisions of this Article 4.A. shall not be rescinded, amended or modified, if such revision, amendment or modification would disqualify the Corporation from holding any interest it has in any broadcast license issued by the Federal Communications Commission.

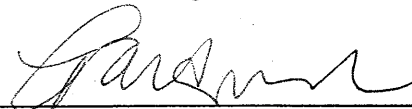
FIFTH. The Board of Directors of the Corporation is authorized to adopt, amend or repeal the By-laws of the Corporation.

SIXTH. No director of the Corporation shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, provided that his provision does not eliminate the liability of the director (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 a knowing violation of law, (iii) under Section 174 of Title B of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit. For purposes of the prior sentence, the term "damages" shall, to the extent permitted by law, include without limitation, any judgment, fine amount paid in settlement, penalty, punitive damages, excise or other tax assessed with respect to an employee benefit plan, or expense of any nature (including, without limitation, counsel fees and disbursements). Each person who serves as a director of the Corporation while this Article SIXTH is in effect shall be deemed to be doing so in reliance on the provisions of this Article SIXTH, and neither the amendment or repeal of this Article SIXTH, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article SIXTH, shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for, arising out of, based upon, or in connection with any acts or omissions of such director occurring prior to such amendment, repeal, or adoption of an inconsistent provision. The provisions of this Article SIXTH are cumulative and shall be in addition to and independent of any and all other limitations on or eliminations of the liabilities of directors of the Corporation, as such, whether such limitation or eliminations arise under or are created by any law, rule regulation, by-law, agreement, vote of shareholders or disinterested directors, or otherwise.

IN WITNESS WHEREOF, Fox Television Holdings, Inc. has caused this Restated Certificate of Incorporation to be signed by its _____ this __ day of _____, 2005.

Fox Television Holdings, Inc.

By: 

Name: Paula Wardynski

Title: Vice President

**RESTATED
CERTIFICATE OF INCORPORATION
OF
FOX TELEVISION HOLDINGS, INC.**

Fox Television Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation (hereinafter referred to as the "Corporation") is "Fox Television Holdings, Inc."

2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 20, 1985 under the name "United Broadcasting Company, Inc."

3. The Certificate of Incorporation is hereby amended to delete in its entirety the first sentence of Section C(1) of Article Fourth, and to replace such sentence with the following sentence:

"Except as otherwise provided by law, the voting power for the election of directors and for all other purposes shall be vested in the Common Stock and in the Preferred Stock voting together as one class on all matters, and each outstanding share of Common Stock shall be entitled to one vote for all purposes and each outstanding share of Preferred Stock shall be entitled to 0.055 vote for all purposes."

The Certificate of Incorporation is further amended by correcting certain typographical errors.

4. This Restated Certificate of Incorporation has been duly adopted in accordance with Sections 103, 242 and 245 of the General Corporation Law of the State of Delaware.

5. The text of the Certificate of Incorporation of the Corporation, as hereby amended, is hereby restated to read in its entirety as follows:

FIRST. The name of this corporation (hereinafter called the "Corporation") is "Fox Television Holdings, Inc."

SECOND. The name and address of the Corporation's registered agent in the State of Delaware is Corporation Service Company, 1013 Centre Road, in the City of Wilmington, County of New Castle, Delaware 19805.

THIRD. The purpose or purposes of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The aggregate number of shares of stock which the Corporation shall have authority to issue, and the designations, relative rights, preferences, privileges and limitations attaching thereto shall be as follows:

(A) The aggregate number of shares of stock which the Corporation shall have authority to issue is Thirteen Thousand (13,000), of which Three Thousand (3,000) shares, par value One Dollar (\$1.00) per share, shall be Common Stock, and Ten Thousand (10,000) shares, par value One Hundred Dollars (\$100) per share, shall be Preferred Stock.

(B) No holder of stock of the Corporation of any class shall be entitled as of right to subscribe for, purchase or receive any new or additional shares of stock of any class, whether now or hereafter authorized, or notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, stock of any class; but all such new or additional shares of stock of any class, or notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, stock of any class may be issued or disposed of by the Board of Directors to such persons and on such terms as it, in its absolute discretion, may deem advisable.

(C) The designations, relative rights, preferences, privileges and limitations of the shares of each class and the restrictions and qualifications thereof are as follows:

(1) Except as otherwise provided by law, the voting power for the election of directors and for all other purposes shall be vested in the Common Stock and in the Preferred Stock voting together as one class on all matters, and each outstanding share of Common Stock shall be entitled to one vote for all purposes and each outstanding share of Preferred Stock shall be entitled to 0.055 vote for all purposes.

In the event that the Corporation shall reclassify either its Preferred Stock or Common Stock as a result of a stock dividend, split-up, split-down, subdivision, merger, consolidation, combination of shares or otherwise, the Preferred Stock or Common Stock affected thereby shall be appropriately adjusted to reflect such additional or substituted shares in order to preserve the relative voting rights of each shareholder.

(2) Except as otherwise required by law, and subject to the rights, preferences and limitations of the Preferred Stock:

(i) Each issued and outstanding share of the Common Stock shall entitle the holder of record thereof to receive cash dividends if, as and when declared with respect to the shares of the Common Stock in the sole and absolute discretion of the Board of Directors out of funds legally available therefor. In addition to such cash dividends, the Board of Directors may make share distributions of authorized but unissued shares of the Common Stock and/or of its treasury Common Stock, if any, and /or may make distributions of bonds or property of the Corporation, including the shares or bonds of other corporations. The holders of record of the issued and outstanding shares of Common Stock shall be entitled in respect of said Common Stock exclusively to receive any such cash dividends which may be declared and/or any such distributions which may be made on the Common Stock, each issued and outstanding share of the Common Stock entitling the holder of record to receive an equal proportion of said dividends

and/or distributions. The Board of Directors may, in its sole and absolute discretion, declare a dividend payable on the Preferred Stock without declaring a dividend on the Common Stock.

(ii) In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after setting apart or paying in full the preferential amount to be paid to the holders of record of the issued and outstanding Preferred Stock, the holders of the Common Stock shall be entitled to share ratably in all remaining assets of the Corporation; provided, however, this provision shall not be deemed to require distribution of assets among the holders of the Common Stock in the event of a consolidation, merger, lease or sale which does not result in the liquidation or winding-up of the enterprise.

(3) Except as otherwise required by law:

(i) The holders of record of the issued and outstanding Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of the assets or funds of the Corporation legally available therefor, dividends at the fixed annual rate of \$12.00 per share, and no more, payable at such times as may be determined by the Board of Directors. Dividends on the Preferred Stock to the extent not declared and paid shall accrue and be cumulative from and after the date of the original issue thereof. Such dividends on the Preferred Stock shall be declared and paid, or set apart for payment, before any dividends or other distributions shall be declared or paid, or set apart for payment, on the Common Stock and shall be cumulative as above provided, so that if dividends at the annual rate of \$12.00 per share shall not have been declared or paid or set apart for payment on all the issued and outstanding Preferred Stock during any calendar year, then the aggregate cumulative deficiency shall be declared and fully paid, or set apart for payment, but without interest, before any dividends shall be declared or paid or set apart for payment on the Common Stock. Anything herein to the contrary notwithstanding, no dividends shall be declared or paid or set apart for payment on the Common Stock so long as there exists any default on the part of the Corporation in respect of the rights of the Preferred Stock hereunder.

(ii) The issued and outstanding shares of Preferred Stock shall be redeemable by the Corporation in whole or in part upon the affirmative vote of the holders of 66-2/3% of the issued and outstanding shares of Common Stock; provided, however, that no such redemption shall be made if the Board of Directors shall determine that as a result of such redemption more than 25% of the issued and outstanding shares of Common Stock and Preferred Stock entitled to vote would be held of record by persons who are not citizens of, or incorporated entities formed in, the United States or would otherwise disqualify the Corporation or any subsidiary of the Corporation under Section 310 of the Communications Act of 1934, as amended (or a successor to such Act) (the "Communications Act") from being issued a television broadcast license by the United States Federal Communications Commission. In the event of a redemption, the holders of record of shares of Preferred Stock shall be paid, out of funds legally available therefor, the par value of each such share to be redeemed, plus a sum equal to accrued but unpaid dividends to the date fixed for redemption. In the event of such redemption, a notice fixing the date and place of redemption shall be mailed by the Corporation, postage prepaid, to each holder of record of the Preferred Stock to be redeemed at his address as it appears on the record of stockholders at least thirty (30) days prior to the redemption date. Such notice shall state the proportion of shares of the Preferred Stock so to be redeemed and the date for the

presentation of certificates to be redeemed. On or after the redemption date, upon presentment of certificates for the Preferred Stock to be redeemed, the Corporation shall pay the full redemption price to the holder of record of such shares. In the event that less than all of the issued and outstanding shares of the Preferred Stock are to be redeemed and the holders of Common Stock voting in favor of the redemption have failed to specify a method for determining which shares of Preferred Stock are to be redeemed, the Board of Directors shall have full power and absolute discretion to select particular shares for redemption from the outstanding shares of the Preferred Stock. In such event, the Board of Directors shall NOT be required to prorate the shares of the Preferred Stock to be redeemed among the holders of the Preferred Stock and the proceedings of the Board of Directors in connection with the selection of the shares of Preferred Stock to be redeemed shall not be subject to challenge or attack; provided, however, that such redemption shall not cause more than 25% of the issued and outstanding shares of Common and Preferred Stock entitled to vote to be held by persons who are not citizens of, or incorporated entities formed in, the United States or would otherwise disqualify the Corporation or any subsidiary of the Corporation under Section 310 of the Communications Act from being issued a television broadcast license by the United States Federal Communications Commission. On and after the date fixed for such redemption, the holders of the shares of the Preferred Stock so called for redemption shall not be entitled to any dividends and shall not have any rights or interests as holders of said shares except to receive the payment or payments herein designated, without interest thereon, upon presentation and surrender of the certificates therefor. Any Preferred Stock which shall at any time have been redeemed shall be retired and shall forthwith revert to the status of authorized and unissued shares and such surrendered certificates shall be canceled.

(iii) In the event of any distribution of assets upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, each issued and outstanding share of the Preferred Stock shall entitle the holder of record thereof to receive a payment from the Corporation from the assets and funds available therefor in an amount equal to the par value of each share to be redeemed, plus a sum equal to accrued but unpaid dividends to the date such payment is made. After setting apart or paying in full preferential amounts aforesaid to the holders of record of the issued and outstanding shares of the Preferred Stock, the remaining net assets, if any, shall be distributed exclusively to the holders of record of the issued and outstanding shares of the Common Stock entitling the holder of record thereof to receive any equal portion of said remaining assets. If the net assets of the Corporation shall be insufficient to pay in full the preferential amounts among the holders of the Preferred Stock as aforesaid, then each issued and outstanding share of the Preferred Stock shall entitle the holder of record thereof to an equal portion of said net assets, and the holders of the Common Stock shall in no event be entitled to participate in the distribution of said net assets. Without excluding any other proceeding which does in fact effect a liquidation, dissolution or winding-up of the Corporation, a merger or consolidation of the Corporation into or with any other corporation or a sale, lease, mortgage, pledge, exchange, transfer or other disposition by the Corporation of all or substantially all of its assets, shall not be deemed for the purposes hereof, to be a liquidation, dissolution or winding-up of the Corporation.

4.A. The voting capital stock of the Corporation shall only be owned by, and shall only be recorded on the books and records of the Corporation in the name of, persons who are citizens of, or incorporated entities formed in, the United States or who would not otherwise disqualify


the Corporation or any subsidiary of the Corporation under Section 310 of the Communications Act from being issued a television broadcast license by the Federal Communications Commission. The provisions of this Article 4.A. shall not be rescinded, amended or modified, if such revision, amendment or modification would disqualify the Corporation from holding any interest it has in any broadcast license issued by the Federal Communications Commission.

FIFTH. The Board of Directors of the Corporation is authorized to adopt, amend or repeal the By-laws of the Corporation.

SIXTH. No director of the Corporation shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, provided that his provision does not eliminate the liability of the director (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 a knowing violation of law, (iii) under Section 174 of Title B of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit. For purposes of the prior sentence, the term "damages" shall, to the extent permitted by law, include without limitation, any judgment, fine amount paid in settlement, penalty, punitive damages, excise or other tax assessed with respect to an employee benefit plan, or expense of any nature (including, without limitation, counsel fees and disbursements). Each person who serves as a director of the Corporation while this Article SIXTH is in effect shall be deemed to be doing so in reliance on the provisions of this Article SIXTH, and neither the amendment or repeal of this Article SIXTH, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article SIXTH, shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for, arising out of, based upon, or in connection with any acts or omissions of such director occurring prior to such amendment, repeal, or adoption of an inconsistent provision. The provisions of this Article SIXTH are cumulative and shall be in addition to and independent of any and all other limitations on or eliminations of the liabilities of directors of the Corporation, as such, whether such limitation or eliminations arise under or are created by any law, rule regulation, by-law, agreement, vote of shareholders or disinterested directors, or otherwise.

IN WITNESS WHEREOF, Fox Television Holdings, Inc. has caused this Restated Certificate of Incorporation to be signed by its _____ this ____ day of _____, 2005.

Fox Television Holdings, Inc.

By: 
Name: Paula Wardynski
Title: Vice President