

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on **12/31/2020** converting

TURNER BROADCASTING SYSTEM, INC.
a Domestic Profit Corporation
to
TURNER BROADCASTING SYSTEM, LLC
a Foreign Non-Qualifying Entity

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **12/30/2020**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

**CERTIFICATE OF CONVERSION BY A GEORGIA BUSINESS CORPORATION TO
BECOME A FOREIGN LIMITED LIABILITY COMPANY PURSUANT TO
O.C.G.A. § 14-2-1109.3**

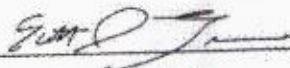
December 29, 2020

1. The name of the Georgia business corporation making the election to convert to a foreign limited liability company is Turner Broadcasting System, Inc. (the "Company"), a corporation recognized under the laws of the State of Georgia.
2. The name of the foreign limited liability company to be formed by the conversion is Turner Broadcasting System, LLC. The Company will organize as a foreign limited liability company under the laws of Delaware pursuant to O.C.G.A. § 14-2-1109.3.
3. The election shall become effective at 11:57 p.m. Eastern Standard Time on December 31, 2020.
4. This election to convert to a foreign limited liability company has been approved by the board of directors and all of the shareholders of the Company as required by O.C.G.A. § 14-2-1109.3.
5. The plan of conversion has been adopted as required by O.C.G.A. § 14-2-1109.3(c).
6. The authority of the Company's registered agent to accept service on its behalf is revoked as of the effective time of the conversion and the Secretary of State for the State of Georgia is irrevocably appointed as the agent for service of process on the resulting foreign limited liability company in any proceeding to enforce an obligation of the Company that arose prior to the effective time of such conversion.
7. The mailing address of the resulting foreign limited liability company in the conversion to which a copy of any process served on the Secretary of State for the State of Georgia under O.C.G.A. § 14-2-1109.3(i)(5) may be mailed is One CNN Center, Atlanta, Georgia 30303.
8. The resulting foreign limited liability company in the conversion will notify the Secretary of State for the State of Georgia of any change in the resulting foreign entity's mailing address as required under O.C.G.A. § 14-2-1109.3(i).

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Conversion to be executed as of the date first above written.

TURNER BROADCASTING SYSTEM, INC.

By: 

Name: Scott D. Jaffee

Title: Senior Vice President & Assistant Secretary

RECEIVED
SECRETARY OF STATE
INTAKE DIVISION
2020 DEC 30 AM 10:20

[Signature Page to Certificate of Conversion (GA) of Turner Broadcasting System, Inc.]