



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/24/2007	200729700210	DOMESTIC ARTICLES/FOR PROFIT (ARF)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
 4400 EASTON COMMONS WAY, SUITE 125
 ATTN: TIMOTHY ROBERSON
 COLUMBUS, OH 43219

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1735108

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

SCRIPPS NETWORKS INTERACTIVE, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/FOR PROFIT

Document No(s):

200729700210

United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of
 the Secretary of State at Columbus,
 Ohio this 23rd day of October, A.D.
 2007.

Ohio Secretary of State



Prescribed by:

Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (select one)	
Mail Form to one of the Following:	
<input checked="" type="radio"/> Yes	PO Box 1360 Columbus, OH 43216 <small>*** Requires an additional fee of \$100 ***</small>
<input type="radio"/> No	PO Box 670 Columbus, OH 43216

INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)
Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

<input checked="" type="checkbox"/> (1) Articles of Incorporation Profit (113-ARF) ORC 1701	<input type="checkbox"/> (2) Articles of Incorporation Nonprofit (114-ARN) ORC 1702	<input type="checkbox"/> (3) Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1785
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Complete the general information in this section for the box checked above.

FIRST: Name of Corporation Scripps Networks Interactive, Inc.

SECOND: Location Cincinnati Hamilton
(City) (County)

Effective Date (Optional) _____ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.
(mm/dd/yyyy)

Check here if additional provisions are attached

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

THIRD: Purpose for which corporation is formed

Complete the information in this section if box (1) or (3) is checked.

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)

<u>1,000</u> <small>(No. of Shares)</small>	<u>Common</u> <small>(Type)</small>	<u>\$0.01</u> <small>(Par Value)</small>
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(Refer to instructions if needed)

CLIENT SERVICE CENTER
2007 OCT 23 PM 2:21
SECRETARY OF STATE

Completing the information in this section is optional

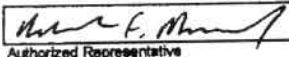
FIFTH: The following are the names and addresses of the individuals who are to serve as initial Directors.

(Name) _____
 (Street) _____ **NOTE: P.O. Box Addresses are NOT acceptable.**
 (City) _____ (State) _____ (Zip Code) _____

(Name) _____
 (Street) _____ **NOTE: P.O. Box Addresses are NOT acceptable.**
 (City) _____ (State) _____ (Zip Code) _____

(Name) _____
 (Street) _____ **NOTE: P.O. Box Addresses are NOT acceptable.**
 (City) _____ (State) _____ (Zip Code) _____

REQUIRED
 Must be authenticated
 (signed) by an authorized
 representative
 (See instructions)


 Authorized Representative
 Robert F. Morwood
 (print name)

10/22/2007
 Date

 Authorized Representative
 (print name)

 Date

 Authorized Representative
 (print name)

 Date

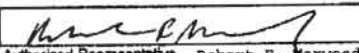
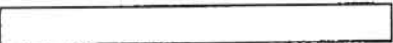
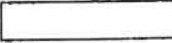
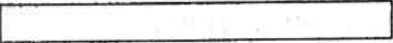
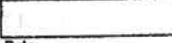
Complete the information in this section if box (1) (2) or (3) is checked.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Scripps Networks Interactive, Inc. hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

CT Corporation System
(Name)
36 East Seventh Street, Suite 2400
(Street) NOTE: P.O. Box Addresses are NOT acceptable.
Cincinnati, Ohio 45202
(City) (Zip Code)

Must be authenticated by an authorized representative

	<u>10/22/2007</u>
Authorized Representative <u>Robert F. Morwood</u>	Date
 	 
Authorized Representative	Date
 	 
Authorized Representative	Date

ACCEPTANCE OF APPOINTMENT

The Undersigned, CT Corporation System, named herein as the Statutory agent for, Scripps Networks Interactive, Inc. hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature: Carol Record
(Statutory Agent) Carol Record-Assst. Secy
CT Corporation System



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/31/2007	200736500762	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
 4400 EASTON COMMONS WAY, SUITE 125
 ATTN: TIMOTHY ROBERSON
 COLUMBUS, OH 43219

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1735108

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

SCRIPPS NETWORK INTERACTIVE, INC.

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):

200736500762



United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of
 the Secretary of State at Columbus,
 Ohio this 28th day of December,
 A.D. 2007.

Ohio Secretary of State



Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 1329 Columbus, OH 43216

**Certificate of Amendment by Directors
or Incorporators to Articles
(Domestic)
Filing Fee \$50.00**

(CHECK ONLY ONE (1) BOX)

<input type="checkbox"/> (1) Amendment by Directors <input type="checkbox"/> Amended by Directors (123-AMDD)	<input checked="" type="checkbox"/> (2) Amendment by Incorporators <input type="checkbox"/> Amended by Incorporators (124-AMD1)
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Complete the general information in this section for the box checked above.

Name of Corporation Scripps Networks Interactive, Inc.

Charter Number 1735108

Please check if additional provisions attached hereto are incorporated herein and made a part of these articles of organization.

Complete the information in this section if box (1) is checked.

Name and Title of Officer _____ (name) _____ (title)

(CHECK ONLY ONE (1) BOX)

A meeting of the directors was duly called and held on _____ (Date)

In a writing signed by all the Directors pursuant to section 1701.54 of the ORC

The following resolution was adopted pursuant to section 1701.70(B) _____ of the ORC:
(Insert proper paragraph number)

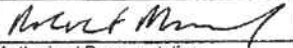
RECEIVED
SECRETARY OF STATE
MAY 17 2007 10:52 AM

Complete the information in this section if box (2) is checked.

WE, the undersigned, being all of the incorporators of the above named corporation, do certify that the subscriptions to shares have not been received and the initial directors are not named in the articles. We hereby have elected to amend the articles as follows:

Sec Attachment A.

REQUIRED
 Must be authenticated (signed)
 by an authorized representative
 (See Instructions)



Authorized Representative

Robert F. Morwood

(Print Name)

12/26/2007

Date

Authorized Representative

(Print Name)

Date

Authorized Representative

(Print Name)

Date

Attachment A

The following Article of the Articles of Incorporation of Scripps Networks Interactive, Inc. is amended and restated in its entirety as follows:

"FOURTH:

A. Classes and Number of Shares. The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1,500 shares. The classes and the aggregate number of shares of stock of each class that the Corporation shall have authority to issue are (i) 300 Common Voting Shares, \$0.01 par value ("Common Voting Shares"), and (ii) 1,200 Class A Common Shares, \$0.01 par value ("Class A Common Shares," and together with the Common Voting Shares, the "Common Shares").

B. Powers and Rights of the Common Shares.

1. Voting Rights. Except as otherwise required by the Ohio Revised Code, the entire voting power shall be vested solely and exclusively in the holders of the Common Voting Shares, the holders of Common Voting Shares to be entitled to one vote for each Common Voting Share held by them upon all matters requiring a vote of shareholders of the Corporation, and the holders of Class A Common Shares shall have no voting power and shall not have the right to participate in any meeting of shareholders or to have notice thereof. The number of authorized Class A Common Shares may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the outstanding Common Voting Shares.

2. Other Rights. Except for the voting rights described in Section B.1. of this Article Fourth and except as otherwise required by the Ohio Revised Code, the Common Shares shall have identical rights and privileges in every respect. The holders of Common Shares shall have no preemptive right to subscribe for any shares of any class or series of shares of the Corporation whether now or hereafter authorized.

101939442.1

CERTIFICATE OF ADOPTION BY SOLE INCORPORATOR
of
AMENDMENT TO ARTICLES OF INCORPORATION
of
SCRIPPS NETWORKS INTERACTIVE, INC.

The undersigned, being the sole incorporator (the "Incorporator") of Scripps Networks Interactive, Inc., an Ohio corporation (the "Corporation"), does hereby certify the following:

1. Initial directors of the Corporation are not named in the Articles of Incorporation of the Corporation, subscriptions for shares of the Corporation have not been received by the Incorporator or the Corporation, and the Incorporator has not elected directors of the Corporation.

2. The Incorporator, by Written Action by Sole Incorporator dated December 26, 2007 and pursuant to the authority granted by Section 1701.70(A) of the Ohio Revised Code, has approved and adopted the following resolution:

RESOLVED, that Article Fourth of the Articles of Incorporation of the Corporation shall be amended and restated in its entirety as follows:

"FOURTH:

A. Classes and Number of Shares. The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1,500 shares. The classes and the aggregate number of shares of stock of each class that the Corporation shall have authority to issue are (i) 300 Common Voting Shares, \$0.01 par value ("Common Voting Shares"), and (ii) 1,200 Class A Common Shares, \$0.01 par value ("Class A Common Shares," and together with the Common Voting Shares, the "Common Shares").

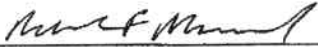
B. Powers and Rights of the Common Shares.

1. Voting Rights. Except as otherwise required by the Ohio Revised Code, the entire voting power shall be vested solely and exclusively in the holders of the Common Voting Shares, the holders of Common Voting Shares to be entitled to one vote for each Common Voting Share held by them upon all matters requiring a vote of shareholders of the Corporation, and the holders of Class A Common Shares shall have no voting power and shall not have the right to participate in any meeting of shareholders or to have notice thereof. The number of authorized Class A Common Shares may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote

of the holders of a majority of the outstanding Common Voting Shares.

2. Other Rights. Except for the voting rights described in Section B.1. of this Article Fourth and except as otherwise required by the Ohio Revised Code, the Common Shares shall have identical rights and privileges in every respect. The holders of Common Shares shall have no preemptive right to subscribe for any shares of any class or series of shares of the Corporation whether now or hereafter authorized.

IN WITNESS WHEREOF, the undersigned has subscribed his name on December 26, 2007.



Robert F. Morwood, Sole Incorporator

101939416.1