



FOI 000000063

ACCOUNT NO. : 072100000032

REFERENCE : 951164 4334364

AUTHORIZATION : *Patricia Piguto*

COST LIMIT : \$ 70.00

FILED  
01 JAN -5 AM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 2, 2001

ORDER TIME : 9:42 AM

ORDER NO. : 951164-015

CUSTOMER NO: 4334364

CUSTOMER: Rita Townsend, Legal Asst  
Weil Gotshal & Manges LLP  
Suite 1300  
100 Crescent Court  
Dallas, TX 75201-6950

800003525108-3

FOREIGN FILINGS

NAME: NEXTMEDIA LICENSING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: \_\_\_\_\_

RECEIVED  
01 JAN -5 AM 10:36  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** NextMedia Licensing, Inc.  
(Name of corporation - must include suffix)

01 JUN -5 PM 12:30  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Rita Townsend  
(Name of Person)  
Weil, Gotshal & Manges LLP  
(Firm/Company)  
100 Crescent Court, Suite 1300  
(Address)  
Dallas, TX 75201  
(City/State and Zip code)

For further information concerning this matter, please call:

Rita Townsend at (214) 746-8185  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

01 JAN -5 PM 12:30  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. NextMedia Licensing, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 84-1545396  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 18, 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)  
c/o Sean Stover, 6312 S. Fiddler's Green Circle, Suite 360E
7. Englewood, CO 80111  
(Principal office address)

(Current mailing address)

8. own and operate radio stations and to engage in any act or activity for which corporations may be organized.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company


Office Address: 1201 Hays Street

Tallahassee, Florida 32301  
(City) (Zip code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company

By:   
(Registered agent's signature) **Lynette Coleman**  
**as its agent**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

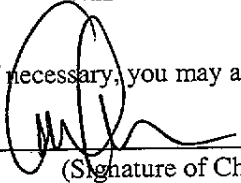
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sean Stover, Vice President  
(Typed or printed name and capacity of person signing application)

01 JAN -5 PM 12:31  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXHIBIT A

NEXTMEDIA LICENSING, INC.  
6312 S. Fiddler's Green Circle, Suite 360 E  
Englewood, Colorado 80011

DIRECTORS

Carl E. Hirsch Director  
**Res. Add:** 11111 Santa Monica Blvd., Los Angeles, CA 90025  
Steven Dinetz Director  
**Res. Add:** 1034 Skyland Drive, Zephyr Cove, NV 89448

OFFICERS

Carl E. Hirsch Executive Chairman  
**Res. Add:** 11111 Santa Monica Blvd., Los Angeles, CA 90025  
Steven Dinetz President and Chief Executive Officer  
**Res. Add:** 1034 Skyland Drive, Zephyr Cove, NV 89448  
Sean Stover Sr. Vice President, Chief Financial Officer and Treasurer  
**Res. Add:** 698 E. Fairchild Drive, Highlands Ranch, CO 80126  
Samuel Weller President and Co-Chief Operating Officer of the Radio Division  
**Res. Add:** 5555 Pine Court, Greenwood, CO 80121  
Jeffrey Dinetz Executive Vice President and Co-Chief Operating Officer of the Radio Division  
**Res. Add:** 2292 Oakham Court, Mahwah, NJ 07430  
Steven Smith Vice President – Finance  
**Res. Add:** 6427 Acres Drive, Independence, OH 44131  
Mark Stennett Vice President – Engineering  
**Res. Add:** 418 Sunset Dr., Georgetown, TX 78628  
Juli Fisher Corporate Controller, Assistant Secretary and Assistant Treasurer  
**Res. Add:** 10202 S. Fairgate Way, Highlands, Ranch, CO 80126  
Matthew Leibowitz Secretary  
**Res. Add:** 1 S.E. 3rd Ave., Suite 1450, Miami, FL 33131-1715

FILED  
01 JAN -5 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
01 JAN -5 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXTMEDIA LICENSING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
01 JAN -5 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3228192 8300

010002323



*Edward J. Freel*  
EDWARD J. FREEL, Secretary of State

DATE: 01-02-01