



Prentice Hall Legal & Financial Services

AT: Alaska (907) 222-1195

120 CHAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

9500000752

CORPORATION(S) NAME

CHARTER NUMBER

<u>D & F Broadcasting, Inc.</u>	2295-3489
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- | | |
|---|--|
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other |
| <input type="checkbox"/> Fictitious Business Name | <input checked="" type="checkbox"/> Prolif/Articles of Incorporation |
| <input type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 |
| <input type="checkbox"/> Mtr. Veh. | <input type="checkbox"/> UCC/Filing 3 |

Give this file date

RECEIVED
FEB 14 PM 4:23

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|--|---|
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopy | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

() Walk in () Call if Problem () Will Wait () Pick up 2:15 10:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: NY BY: Regina

BRANCH RECEIVING: Mast BY: Tall

REF/JOB # 057-95-73302

CLIENT MATTER # _____

SAME DAY _____ 24 HR _____ ROUTINE _____

VERBAL REQUESTED: YES OR NO

DATE SENT: ___/___/___ MAIL FAX _____ FED EXP. _____

FILED: ___/___/___ point

SENT TO: ~~BRANCH~~ CLIENT _____

SPECIAL INSTRUCTIONS: _____

CHECK #	_____
ST./CTY/ FEES	_____
CORR. FEE/ SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

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:

1. D&F BROADCASTING, 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

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. October 3, 1988

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. will commence business February 20, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Jon Ferrari

79 Chestnut Ridge Road, Saddle River, NJ 07458

(Current mailing address)

8. Any lawful activity under the General Corporation Law of Delaware.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

The Prentice-Hall Corporation

Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida

32301

(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.

The Prentice-Hall Corporation System, Inc.

By: Salek Saleem Asst Sec.

(Registered agent's signature)

SALEK SALEEM, ASST. SEC.

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 addresses of officers and/or directors:

A. DIRECTORS

1. Jon Ferrari
79 Chestnut Ridge Road, Saddle River, NJ 07458
2. Brian Barefoot
32 Lenox Road, Summit, New Jersey 07901
3. Michael Goodman
9 Cooper Beech Place, Merrick, NY 11586
4. Robert Davidoff
40 Stoner Avenue
Great Neck, New York 11021
5. Harvey Granat
29 Nassau Drive
Great Neck, New York 11021

B. OFFICERS

President: Jon Ferrari
Address: 79 Chestnut Ridge Road
Saddle River, New Jersey 07458

Vice President: Charles Cohn
Address: 24 Navesink Avenue
Rumson, New Jersey 07760

Secretary: Charles Cohn
Address: 24 Navesink Avenue
Rumson, New Jersey 07760

Treasurer: Jon Ferrari
Address: 79 Chestnut Ridge Road
Saddle River, New Jersey 07458

SECRET
NO. 11-55

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. JON FERRARI, President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREE, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "D & F BROADCASTING, 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 EIGHTH DAY OF FEBRUARY, A.D. 1995.

RECORDED
INDEXED
95 FEB 11 07:11:55



Edward J. Free

Edward J. Free, Secretary of State

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050000000

AUTHENTICATION 7400730

DATE 02-08-95

F9500000752

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



RECEIVED

95 APR 12 AM 11:09

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 913841 4325015
AUTHORIZATION :
COST LIMIT : \$ 35.00

Patricia Pizutto

ORDER DATE : April 10, 1996
ORDER TIME : 10:34 AM
ORDER NO. : 913841

CUSTOMER NO: 4325015

400001778424

CUSTOMER: Barton P. Blumberg, Esq
Barton P. Blumberg, Esq
516 Fifth Avenue
New York, NY 10036

FOREIGN FILINGS

NAME: D & F BROADCASTING, INC.

PROFIT
 NON-PROFIT

CORPORATE
 LIMITED PARTNERSHIP

FILED
95 APR 12 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

*MC
APR 6
4/12*

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.)

FILED
55 APR 12 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

(1-3 must be completed)

1. D & F Broadcasting, Inc.
Name of corporation as it appears on records of the Department of State.

2. Delaware
Incorporated under laws of

3. February 14, 1995
Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 11, 1996

5. New Wave Broadcasting, Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction


Signature

Charles Cohn
Typed or printed name

3/15
Date

Vice President
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "D & F BROADCASTING, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NEW WAVE BROADCASTING, INC.", THE ELEVENTH DAY OF JANUARY, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2174332 8320

960103926

AUTHENTICATION

7902479

DATE:

04-10-96