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120 HAYS STREET
BOSTON, MA 02111
800-342-8086

ACCOUNT NO. : 072100000002
REFERENCE : 735135 3699A
AUTHORIZATION : *Julianne Elle*
COST LIMIT : \$ 122.50

ORDER DATE : November 14, 1995
ORDER TIME : 10:01 AM
ORDER NO. : 735135
CUSTOMER NO: 3699A
CUSTOMER: Julianne M. Elle, Legal Asst
Sullivan & Worcester
One Post Office Square
Boston, MA 02109

FOREIGN FILINGS

NAME: AMERICAN RADIO SYSTEMS CORPORATION

PROFIT CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP
 QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

5/1/95
95 NOV 14 PM 1:04
SECRETARY OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

1. American Radio Systems Corporation
(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. 04-3196245
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 23, 1993 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 116 Huntington Avenue
Boston, MA 02116
(Current mailing address)

8. To engage in the acquisition, operation and development of radio broadcasting station facilities and activities associated therewith.
(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:

Name: Corporation Service Company

Office Address: 1201 Hays Street, Suite 105 (Leon County)

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.

By: Corporation Service Company
Karen B. Rozar
(Registered agent's signature) Karen B. Rozar, 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 addresses of officers and/or directors:

A DIRECTORS

Chairman see Attached schedule A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Michael B. Milson, Vice President*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Michael B. Milson, Vice President
(Typed or printed name and capacity of person signing application)

SCHEDULE A
AMERICAN RADIO SYSTEMS CORPORATION

Officers

President	Steven B. Dodge Blueberry Hill Manchester, MA 01944
Vice President	Michael B. Milsom 141 Colon Street Beverly, MA 01915
Treasurer	Joseph L. Winn 3 Jonas Stone Circle Lexington, MA 02183
Secretary	Michael B. Milsom - Same as Above -
Assistant Secretary	Norman A. Bikales 224 Old County Road Lincoln, MA 01773

Directors:

Steven B. Dodge	- Same as Above -
Joseph L. Winn	- Same as Above -
Thomas H. Stoner	17 Southgate Avenue Annapolis, MD 21401
Arnold L. Chavkin	789 West End Avenue Apt. 11A New York, NY 10025
Charles D. Peebler, Jr	166 East 64th Street New York, NY 10021
James Duncan	1905 Crooked Stick Lane Carmel, IN 46032

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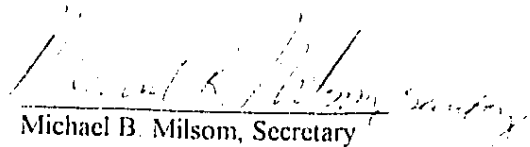
AMERICAN RADIO SYSTEMS CORPORATION

SECRETARY'S CERTIFICATE

I, Michael B. Milsom, Secretary of American Radio Systems Corporation, a corporation duly organized under the laws of the State of Delaware, do hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on October 27, 1995

RESOLVED That, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the fictitious name "American Radio Systems Corporation (Delaware)" for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act, and Section 865.09, Florida Statutes, and

FURTHER
RESOLVED That the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said fictitious name in the transaction of business in the State of Florida


Michael B. Milsom, Secretary

95 NOV 14 PM 1:04
SECRETARY'S OFFICE

AMERICAN RADIO SYSTEMS, INC
1 Huntington Avenue
Boston, MA 02116

October 27, 1995

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DIVISION OF CORPORATIONS
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Florida Department of State
Division of Corporations
Tallahassee Florida 32314

Re: Consent to Use of Name by American Radio Systems Corporation (Delaware)

Dear Sir/Madam:

American Radio Systems, Inc. (d/b/a American Radio Systems Operating Corp.), a Massachusetts corporation, hereby consents to the use of the name "American Radio Systems Corporation (Delaware)" by American Radio Systems Corporation, a Delaware corporation, in the State of Florida.

Sincerely,

AMERICAN RADIO SYSTEMS, INC.

By, *Michael B. Milsom*

Michael B. Milsom
Vice President and Secretary

Office of the Secretary of State

I, EDWARD L. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN RADIO SYSTEMS CORPORATION" 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 TWENTY-SIXTH DAY OF OCTOBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward L. Freel

Edward L. Freel, Secretary of State

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