

F95000005560



ACCOUNT NO. : 072100000032

REFERENCE : 790606 4319220

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizut

ORDER DATE : August 8, 2000

ORDER TIME : 9:30 AM

ORDER NO. : 790606-240

200003353562--4

CUSTOMER NO: 4319220

CUSTOMER: Ms. Carol Menniti
Viacom Inc.
1515 Broadway
51-17
New York, NY 10036

CHANGE OF AGENT

NAME: CBS RADIO INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

00 AUG 11 AM 10:42

RECEIVED

R.A. Change
NFO

8-11-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 11 PM 1:08

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: CBS RADIO INC.

2. The mailing address of the corporation is: % Clare McMorrow-Castro 51 West 52nd Street
New York, NY 10019

3. Date of incorporation/qualification: 11/14/1995 Document number: F95000005560

4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

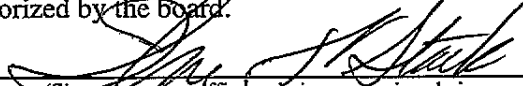
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 11 PM 1:08

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

8/2/2000
(Date)

Ilene W. Stack, Assistant Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

By: Carol K. Dolor 8/10/2000
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Carol K. Dolor Asst. Vice President
(Typed or Printed Name) (Capacity)

*** FILING FEE: \$35.00 ***