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MERGER OR SHARE EXCHANGE

Radio Unica Corp.

Certificate of Status	0
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*Merger
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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Radio Unica Corp.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
See attached "Exhibit A" for 19 merging corporations.		

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on February 4, 2004 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 4, 2004.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

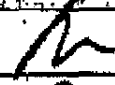
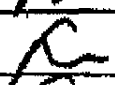









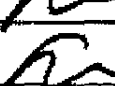


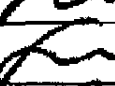
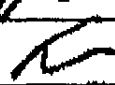
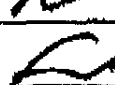



Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
See attached "Exhibit B" for 20 corporate signatures.		

EXHIBIT A

Radio Unica Sales Corp.	Florida	9970000 84576
Oro Spanish Broadcasting, Inc.	California	N/A
Radio Unica Network, Inc.	Delaware	N/A
Radio Unica of Chicago, Inc.	Delaware	N/A
Radio Unica of Dallas, Inc.	Delaware	N/A
Radio Unica of Denver, Inc.	Delaware	N/A
Radio Unica of Fresno, Inc.	Delaware	N/A
Radio Unica of Los Angeles, Inc.	Delaware	N/A
Radio Unica of McAllen, Inc.	Delaware	N/A
Radio Unica of Miami, Inc.	Delaware	N/A
Radio Unica of New York, Inc.	Delaware	N/A
Radio Unica of Phoenix, Inc.	Delaware	N/A
Radio Unica of Sacramento, Inc.	Delaware	N/A
Radio Unica of San Antonio, Inc.	Delaware	N/A
Radio Unica of San Diego, Inc.	Delaware	N/A
Radio Unica of San Francisco, Inc.	Delaware	N/A
Radio Unica of Tucson, Inc.	Delaware	N/A
Blaya Inc.	Delaware	N/A
Unicalibros Publishing Corp.	Delaware	N/A

EXHIBIT B

Name	Signature	Typed or Printed Name of Individual and Title
Radio Unica Corp.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica Sales Corp.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Oro Spanish Broadcasting, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica Network, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica of Chicago, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica of Dallas, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica of Denver, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica of Fresno, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica of Los Angeles, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica of McAllen, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica of Miami, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica of New York, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica of Phoenix, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica of Sacramento, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica of San Antonio, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica of San Diego, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica of San Francisco, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Radio Unica of Tucson, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Blaya, Inc.		Steven E. Dawson, Executive Vice President and Chief Financial Officer
Unicalibros Publishing Corp.		Steven E. Dawson, Executive Vice President and Chief Financial Officer

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Radio Unica Corp.	Delaware

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
See attached "Exhibit C" for 19 subsidiary corporations.	

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached "Exhibit D" for detailed Plan of Merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:
Not applicable.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See attached "Exhibit D" for detailed Plan of Merger.

EXHIBIT C

Radio Unica Sales Corp.	Florida
Oro Spanish Broadcasting, Inc.	California
Radio Unica Network, Inc.	Delaware
Radio Unica of Chicago, Inc.	Delaware
Radio Unica of Dallas, Inc.	Delaware
Radio Unica of Denver, Inc.	Delaware
Radio Unica of Fresno, Inc.	Delaware
Radio Unica of Los Angeles, Inc.	Delaware
Radio Unica of McAllen, Inc.	Delaware
Radio Unica of Miami, Inc.	Delaware
Radio Unica of New York, Inc.	Delaware
Radio Unica of Phoenix, Inc.	Delaware
Radio Unica of Sacramento, Inc.	Delaware
Radio Unica of San Antonio, Inc.	Delaware
Radio Unica of San Diego, Inc.	Delaware
Radio Unica of San Francisco, Inc.	Delaware
Radio Unica of Tucson, Inc.	Delaware
Blaya Inc.	Delaware
Unicalibros Publishing Corp.	Delaware

EXHIBIT D**AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER (this "Merger Agreement"), dated as of February 4, 2004, between Radio Unica Corp., a Delaware corporation (the "Corporation"), and the Subsidiaries (as defined below).

WHEREAS, the Corporation is the sole stockholder of the following Delaware corporations: Radio Unica Network, Inc., Radio Unica of Chicago, Inc., Radio Unica of Dallas, Inc., Radio Unica of Denver, Inc., Radio Unica of Fresno, Inc., Radio Unica of Los Angeles, Inc., Radio Unica of McAllen, Inc., Radio Unica of Miami, Inc., Radio Unica of New York, Inc., Radio Unica of Phoenix, Inc., Radio Unica of Sacramento, Inc., Radio Unica of San Antonio, Inc., Radio Unica of San Diego, Inc., Radio Unica of San Francisco, Inc., Radio Unica of Tucson, Inc., Blaya Inc., and Unicalibros Publishing Corp. (collectively, the "Delaware Subsidiaries");

WHEREAS, the Corporation is the sole stockholder of Oro Spanish Broadcasting, Inc., a California corporation (the "California Subsidiary"), and Radio Unica Sales Corp., a Florida corporation (the "Florida Subsidiary" and, collectively with the Delaware Subsidiaries and the California Subsidiary, the "Subsidiaries");

WHEREAS, the First Amended Joint Prepackaged Plan of Liquidation of Radio Unica Communications Corp. and its Affiliate Debtors (the "Plan") was confirmed by the United States Bankruptcy Court for the Southern District of New York on December 23, 2003; and

WHEREAS, Section 5.3 of the Plan provides for the merger of all Affiliate Debtors, as defined in Section 1.5 of the Plan, with and into Radio Unica Communications Corp., and the merger of the Subsidiaries into the Corporation is an intermediate step thereof; and

WHEREAS, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "GCL"), the board of directors of the Corporation has approved this Merger Agreement and the transactions contemplated hereby.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for the purpose of merging the Subsidiaries with and into the Corporation (the "Merger") and setting forth certain terms and conditions of the Merger and the mode of carrying the same into effect the Subsidiaries and the Corporation hereby agree as follows:

1. The Merger. Subject to the terms and conditions hereof, and in accordance with Section 253 of the GCL, the Subsidiaries shall be merged with and into

the Corporation. The Corporation shall be, and is herein referred to as, the "Surviving Entity." The Merger will become effective in Delaware at 5:15 p.m. (the "Effective Time") on the date of the filing ("Filing Date") of the Certificate of Ownership and Merger relating to the Merger (the "Merger Certificate") with the Secretary of State of the State of Delaware; the Merger will become effective in California as of the Filing Date, with respect to the California Subsidiary, when a certified copy of the Merger Certificate is filed with the Secretary of State of the State of California; and the Merger will become effective in Florida, with respect to the Subsidiaries incorporated or qualified to business in Florida, on the Filing Date provided that a separate merger certificate relating to the Merger is filed with the Secretary of State of the State of Florida on or before the Filing Date.

2. Effect of Merger. At the Effective Time, the separate existence of the Subsidiaries shall cease and the Subsidiaries shall be merged with and into the Corporation. The consummation of the Merger will have the effects set forth in Section 259 of the GCL, including, without limitation, the vesting in the Surviving Entity of (i) all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Subsidiaries, and (ii) all debts, liabilities and duties of the Subsidiaries.

3. Certificate of Incorporation and By-Laws. The Certificate of Incorporation and the By-Laws of the Corporation, each as in effect immediately prior to the Effective Time, shall continue to be the Certificate of Incorporation and the By-Laws of the Surviving Entity.

4. Directors and Officers. The directors and officers of the Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Entity and will hold office from the Effective Time until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and By-Laws of the Surviving Entity, or as otherwise provided by law.

5. Conversion of Shares. As of the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, (i) each share of capital stock of each of the Subsidiaries issued and outstanding immediately prior to the Effective Time shall be cancelled and retired and shall cease to exist, and no consideration shall be issued in exchange therefor, and (ii) each share of capital stock of the Corporation shall remain outstanding, unaffected by the Merger.

6. Further Assurances. From time to time, as and when required by the Surviving Entity or by its successors and assigns, there shall be executed and delivered on behalf of the Subsidiaries such deeds and other instruments, and there shall be taken or caused to be taken by the Subsidiaries all such further and other action as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Entity the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Subsidiaries and otherwise to carry out the purposes of this Merger Agreement, and the officers of the Surviving

Entity are fully authorized in the name and on behalf of the Subsidiaries or otherwise to take any and all such action to execute and deliver any and all such deeds and other instruments.

7. Amendment and Modification. This Merger Agreement may be amended or modified at any time by the parties hereto, but only pursuant to an instrument in writing signed by the parties and only in accordance with applicable provisions of Delaware law.

8. Entire Agreement; Assignment. This Merger Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all other prior agreements and understandings, both written and oral, between the parties hereto with respect to the subject matter hereof.

9. Validity. The invalidity or unenforceability of any term or provision of this Merger Agreement in any situation or jurisdiction shall not affect the validity or enforceability of the other terms or provisions in any other situation or in any other jurisdiction.

10. Governing Law. This Merger Agreement shall be governed by, enforced under and construed in accordance with the laws of the State of Delaware, without giving effect to any choice or conflict of law provision or rule thereof.

11. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and shall in no way be construed to define, limit, describe, explain, modify, amplify or add to the interpretation, construction or meaning of any provision of, or scope or intent of, this Merger Agreement or in any way affect this Merger Agreement.

12. Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.