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July 16, 1998

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

In re: Rex Radio and Television, Inc.

Dear Sir or Madam:

On behalf of our client, Rex Radio and Television, Inc., an Ohio corporation, enclosed are the original and two copies of an Application by Foreign Corporation for Authorization to Transact Business in Florida. Also enclosed is a Certificate of Good Standing issued by the Ohio Secretary of State. Additionally, enclosed is our check in the amount of \$122.50 representing the filing fee, registered agent designation fee and certified copy fee. Please file and return the date-stamped documents, Certificate and receipts to us in the self-addressed stamped envelope provided for your convenience in responding.

If you have any comments or questions, please feel free to telephone me, collect, at the number above.

Very truly yours,

Mary Beth Hewitt

Mary Beth Hewitt
Legal Assistant

MBH/cer/10001

Enclosures

c: Ms. Carol Record
Mr. Douglas L. Bruggeman
Edward M. Kress, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**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. Rex Radio and Television, Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Ohio

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

3. 12/13/88

(Date of Incorporation)

4. Perpetual

(Duration)

5. 31-1259783

(Federal Employer Identification number, if applicable)

6. Upon qualification

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

7. 2875 Needmore Road Dayton, OH 45414

(Current mailing address)

8. Own and lease real estate

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Please refer to attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/20/98
MBH

REX RADIO AND TELEVISION, INC.
DIRECTORS AND OFFICERS

<u>Name/Address</u>	<u>Title</u>
Stuart A. Rose 2875 Needmore Road Dayton, OH 45414	Director/Chairman of the Board/Chief Executive Officer
Lawrence Tomchin 2875 Needmore Road Dayton, OH 45414	Director/President/ Chief Operating Officer/Assistant Secretary
Douglas Bruggeman 2875 Needmore Road Dayton, OH 45414	Vice President -- Finance/Treasurer/ Assistant Secretary
Edward M. Kress 10 Courthouse Plaza SW Suite 1100 Dayton, OH 45402	Secretary
David Fuchs 2875 Needmore Road Dayton, OH 45414	Vice President -- Management Information Systems
David Hyatt 2451 Peregrine Trail Suwanne, GA 30174	Regional Vice President Store Operations
Robert J. Immekus 126 Cole Road Cheyenne, WY 52009	Vice President -- Store Operations, Western Region
Philip J. Kellar 4219 Fort Henry Drive Kingsport, TN 37663	Vice President -- Store Operations, Northern Region
Keith Magby 2875 Needmore Road Dayton, OH 45414	Vice President -- Operations
Walter C. Partlow, Jr. 1707 Gloster Avenue Tupelo, MS 38801	Regional Vice President Store Operations
Zafar Rizvi 2875 Needmore Road Dayton, OH 45414	Vice President Loss Prevention
Richard E. Santia 4340 May Apple Drive Alpharetta, GA 30202	Vice President -- Corporate Development

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show REX RADIO AND TELEVISION, INC., an Ohio corporation, Charter No. 738386, having its principal location in Dayton, County of Montgomery, was incorporated on December 13th, 1988 and is currently in GOOD STANDING upon the records of this office.

98 JUL 20 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WITNESS my hand and official
seal at Columbus, Ohio on
June 24, 1998

Bob Taft

Bob Taft
Secretary of State

B. Officers:

President: Please refer to attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: CT Corporation System
Office Address: 1200 S. Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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.

Registered agent's signature: _____

Carol Record
Carol Record
Assistant Secretary

12. 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.

13. *[Signature]*
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Edward M. Kress, Secretary
(Name and capacity of person signing application)