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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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CORPORATION(S) NAME

Radio Unica of Phoenix , Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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99 JAN 12 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION
99 JAN 12 PM 12:09

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**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. Radio Unica of Phoenix, 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. 86-0935114
(FEI number, if applicable)

4. October 27, 1998
(Date of incorporation)

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

6. corporation qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 8400 N.W. 52nd St., Suite 101
Miami, FL 33166
(Current mailing address)

8. The business of radio broadcasting and related activities.
(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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: * Please see attached for additional Directors

A. DIRECTORS

Chairman: Joaquin F. Blaya
Address: 8400 N.W. 52nd St., Suite 101
Miami, FL 33166

Vice Chairman: _____
Address: _____

Director: Jose C. Cancela
Address: 8400 N.W. 52nd St., Suite 101
Miami, FL 33166

Director: Steven E. Dawson
Address: 8400 N.W. 52nd St., Suite 101
Miami, FL 33166

B. OFFICERS

President: Jose C. Cancela
Address: 8400 N.W. 52nd St., Suite 101
Miami, FL 33166

Vice President: _____
Address: _____

Secretary: Steven E. Dawson
Address: 8400 N.W. 52nd St., Suite 101
Miami, FL 33166

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TALLAHASSEE, FLORIDA
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LIST OF DIRECTORS


NAME	POSITION	ADDRESS
Andrew Goldman	Director	4 Miller Circle Armonk, NY 10504
John Santoleri	Director	c/o Warburg, Pincus & Co. 466 Lexington Avenue New York, NY 10017-3147
Sid Lapidus	Director	c/o Warburg, Pincus & Co. 466 Lexington Avenue New York, NY 10017-3147
Lloyd Metz	Director	c/o Warburg, Pincus & Co. 466 Lexington Avenue New York, NY 10017-3147

LIST OF OFFICERS

NAME	OFFICE	ADDRESS
Joaquin F. Blaya	Chief Executive Officer	8400 N.W. 52 nd Street, Suite 101 Miami, FL 33166
Jose C. Cancela	President	8400 N.W. 52 nd Street, Suite 101 Miami, FL 33166
Steven E. Dawson	Chief Financial Officer	8400 N.W. 52 nd Street, Suite 101 Miami, FL 33166

Treasurer: Steven E. Dawson
Address: 8400 N.W. 52nd St., suite 101
Miami, FL 33164

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. Steven E. Dawson, Chief Financial Officer and Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RADIO UNICA OF PHOENIX, 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 JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9511142

DATE: 01-08-99