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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES OF  
**WILLIAM J. KANANACK**

SUITE 600-ONE HARBOR PLACE  
1901 S. HARBOR CITY BLVD.  
MELBOURNE, FL 32901

TELEPHONE (321) 726-8595  
FACSIMILE (321) 726-8255  
wjkk@wjklaw.com

October 7, 2005

FARKAS & MORSE LLP  
1101 30TH STREET, NW  
WASHINGTON, DC 20007  
wjkk@farkasmorse.com

Department of State  
Division of Corporations  
PO Box 6237  
Tallahassee, FL 32314

Attention: Amendment Section

Re: VIARADIO CORPORATION

To Whom It May Concern:

The attached documents were returned to me in error by the New Filing Section. At the suggestion of the New Filing Section, I have faxed the documents to the Division of Corporations and I am sending the originals by mail.

A copy of the original letter to the Amendments Section is enclosed.

Sincerely yours,



William J. Kananack

LAW OFFICES OF  
WILLIAM J. KANANACK

SUITE 600-ONE HARBOR PLACE  
1901 S. HARBOR CITY BLVD.  
MELBOURNE FL 32901

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Department of State  
Division of Corporations  
PO Box 6237  
Tallahassee, FL 32314

Attention: Valerie Ingram

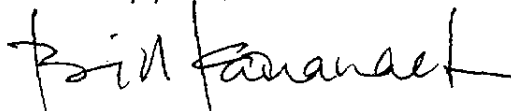
Re: VIARADIO CORPORATION

Dear Ms. Ingram:

According to our telephone conversation of this date, the Restated Articles of Incorporation and other documents that I sent to the Amendment Section on September 28, 2005 were inadvertently returned to me by the New Filing Section. At your suggestion I am sending to you the documents via FAX and mail. You have indicated that you will forward them to the Amendment Section for processing.

Please call me if you have any questions.

Sincerely yours,



William J. Kananack



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

October 4, 2005

WILLIAM J. KANANACK  
SUITE 600-ONE HARBOR PLACE  
1901 S. HARBOR CITY BLVD  
MELBOURNE, FL 32901

SUBJECT: VIARADIO CORPORATION  
Ref. Number: W05000045564

We have received your document for VIARADIO CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram  
Document Specialist  
New Filings Section

Letter Number: 405A00060142

05 OCT 11 PM 2:51  
RECEIVED  
FLORIDA DEPARTMENT OF STATE  
CORPORATIONS SECTION

LAW OFFICES OF  
WILLIAM J. KANANACK

SUITE 600-ONE HARBOR PLACE  
1901 S. HARBOR CITY BLVD.  
MELBOURNE, FL 32901

TELEPHONE (321) 726-8595  
FACSIMILE (321) 726-8255  
wjkk@wjklaw.com

FARKAS & MORSE LLP  
1101 30TH STREET, NW  
WASHINGTON, DC 20007  
wjkk@farkasmorse.com

September 28, 2005

Department of State  
Division of Corporations  
PO Box 6237  
Tallahassee, FL 32314

Attention: Amendment Section

Re: VIARADIO CORPORATION

To Whom It May Concern:

I have enclosed for processing by the Amendment Section of the Division of Corporations one original and one copy of the First Restated Articles of Incorporation of VIARADIO CORPORATION and a designation of Registered Agent together with a certificate required by subsection 4 of §607.1007 Florida Statutes.

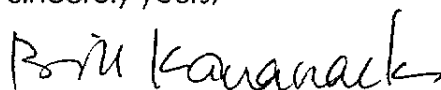
Also enclosed is a Statement of Change of Registered Agent and Registered Office for the above-referenced corporation together with a certificate required by §607.0502, Florida Statutes.

A check in the amount of seventy-eight and 75/100 dollars (\$78.75) made payable to the Department of State is enclosed to cover both the filing fee (\$35.00) and the certification (\$8.75) for the First Restated Articles of Incorporation of VIARADIO CORPORATION and the filing fee (\$35.00) for the change of the Registered Agent and Office of the Corporation.

Please call me if you have any questions.

Thank you.

Sincerely yours,



William J. Kananack

**FIRST RESTATED ARTICLES OF INCORPORATION  
OF  
VIARADIO CORPORATION**

The First Restated Articles of Incorporation of VIARADIO CORPORATION shall replace in their entirety the Articles of Incorporation and all amendments thereto as are in existence prior to the filing of these First Restated Articles.

ARTICLE I

NAME

The name of the Corporation is VIARADIO CORPORATION.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 760 North Drive, Suite B, Melbourne, FL 32934.

ARTICLE III

PURPOSE OF CORPORATION

The general nature of the business transacted by Corporation and the purposes for which this Corporation is formed are as follows:

A. To engage in every phase and aspect of the business as determined by the Board of Directors from time to time including, without limitation, the manufacture, design, construction, ownership, use, purchase, sale or lease, of articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and the State of Florida.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary to the operation of the Corporation.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation.

ARTICLE IV  
TERM OF EXISTENCE

The original Articles of Incorporation of Normandy Isle Holding Company were filed with the Secretary of State on January 3, 2003. The Articles of Amendment changing the name of the corporation to VIARADIO CORPORATION were filed on May 16, 2005. The First Restated Articles of Incorporation of the Corporation shall take effect as of the date the First Restated Articles are filed with the Florida Department of State, Division of Corporations. The Company shall have perpetual existence unless dissolved according to law.

ARTICLE V  
CORPORATE CAPITALIZATION

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of \$.001 per share.

B. The Board of Directors of the Corporation may authorize, from time to time, the issuance of shares of common stock for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in these First Restated Articles of Incorporation, as amended, the Bylaws of the Corporation, or the applicable provisions of Chapter 607 of the Florida Statutes.

ARTICLE VI  
VOTING RIGHTS

Except as otherwise provided by law, the entire power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding shares of common stock.

ARTICLE VII  
REGISTERED AGENT

The Registered Agent of the Corporation shall be Lance L. Lyman, whose business office is identical with the Corporation's registered office set forth below.

ARTICLE VIII  
ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Corporation is 760 North Drive, Suite B, Melbourne, FL 32934.

ARTICLE IX  
BOARD OF DIRECTORS

A. The business of this Corporation shall be managed by the Board of Directors. The Board of Directors shall have three (3) Directors.

B. The number of Directors may be either increased or diminished from time to time by the Bylaws, adopted by the shareholders or Directors, but shall never be less than one (1).

C. The name and street addresses of the initial members of the Board of Directors, to hold office for the next calendar year, or until successors are elected or appointed and have been qualified, are:



<u>Name</u>	<u>Street Address</u>
Lance L. Lyman	760 North Drive, Suite B Melbourne, FL 32934
William Marriott	760 North Drive, Suite B Melbourne, FL 32934
Werner Drews	760 North Drive, Suite B Melbourne, FL 32934

#### ARTICLE X

##### BYLAWS

The power to adopt, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the shareholders. The Board of Directors shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### ARTICLE XI

##### INDEMNIFICATION

This Corporation shall to the fullest extent permitted by law, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or costs, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to actions in an official

capacity, or to actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XII  
INCORPORATOR

The name and addresses of the Incorporator to the original Articles of Incorporation as of the date of the filing of such Articles of Incorporation with the Secretary of State was as follows:

<u>Name</u>	<u>Street Address</u>
Elsie Sanchez	Spiegel & Utrera, P.A. 1840 SW 22 <sup>nd</sup> Street, 4 <sup>th</sup> Floor Miami, FL 33145

ARTICLE XIII  
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these First Restated Articles of Incorporation, or in any amendment hereto, or to add any provision to these First Restated Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter permitted by the Florida Statutes.

IN WITNESS WHEREOF, the undersigned executed these First Restated Articles of Incorporation on this 20<sup>th</sup> day of September, 2005.

  
\_\_\_\_\_  
LANCE L. LYMAN, President, Director

**STATEMENT OF DESIGNATION AND ACCEPTANCE  
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida.

The name of the Corporation is:

**VIARADIO CORPORATION**

The name and street address of the initial registered agent is:

Name

Street Address

Lance L. Lyman

VIA RADIO CORPORATION  
760 North Drive, Suite B  
Melbourne, FL 32934

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept appointment and agree to act in the capacity of the registered agent of **VIARADIO CORPORATION** at the initial registered office of this Corporation as set forth above. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 20th day of September, 2005.

Lance L. Lyman  
LANCE LYMAN

**VIARADIO CORPORATION  
STATEMENT OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE  
CERTIFICATE**

Pursuant to Resolution of the Board of Directors, dated September 20, 2005, VIARADIO CORPORATION duly replaced the Registered Agent of the Corporation. Pursuant to Florida Statutes §607.0502, VIARADIO CORPORATION hereby certifies the following:

1. The name of the Corporation is VIARADIO CORPORATION.
  
2. The principal office address of the Corporation is 760 North Drive, Suite B, Melbourne, FL 32934.
  
3. The date of incorporation of the Corporation is January 3, 2003. Pursuant to Articles of Amendment filed May 16, 2005, the name of the corporation was changed from Normandy Isle holding Company to VIARADIO CORPORATION. The relevant Document Number is P03000000903.
  
4. The name and street address of the registered agent and the registered office address currently on file with the Florida Department of State are as follows:

<u>Name of Registered Agent</u>	<u>Address</u>
Elsie Sanchez	SPIEGEL & UTRERA, P.A. 1840 Southwest 22 <sup>nd</sup> Street, 4 <sup>th</sup> Floor Miami, FL 33145
<u>Business Address</u>	1840 Southwest 22 <sup>nd</sup> Street, 4 <sup>th</sup> Floor Miami, FL 33145

5. The name and street address of the new registered agent and office are as follows:

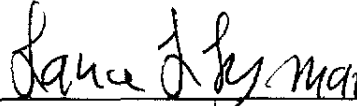
<u>Name of Registered Agent</u>	<u>Address</u>
Lance L. Lyman	760 North Drive, Suite B Melbourne, FL 32934

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

7. Such change was authorized by resolution duly adopted by the Board of Directors of VIARADIO CORPORATION on September 20, 2005.

Dated: September 20, 2005

VIARADIO CORPORATION



Lance L. Lyman, President/Director

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.

Dated: September 20, 2005

VIARADIO CORPORATION



Lance L. Lyman, Registered Agent

**VIARADIO CORPORATION  
RESTATED ARTICLES OF INCORPORATION  
CERTIFICATE**

Pursuant to Resolution of the Board of Directors, dated September 20, 2005, VIARADIO CORPORATION duly adopted and replaced the Articles of Incorporation, as amended, with the First Restated Articles of Incorporation. VIARADIO CORPORATION, pursuant to Florida Statutes §607.1007 hereby certifies the following:

1. The First Restated Articles of Incorporation of VIARADIO CORPORATION does not contain an amendment to the articles requiring shareholder approval.
2. The Board of Directors of VIARADIO CORPORATION adopted the First Restated Articles of Incorporation on September 20, 2005.
3. The duly adopted First Restated Articles of Incorporation of VIARADIO CORPORATION supersede the original articles of incorporation and all amendments to them.

Dated: September 20, 2005

VIARADIO CORPORATION



\_\_\_\_\_  
Lance L. Lyman, President/Director