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BASIC AMENDMENT

FRIENDS OF WLRN, INC.

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*Amend, Rest.*

G. O. Miller FEB 10 2005

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FRIENDS OF WLRN, INC.  
(A Florida Not For Profit Corporation)**

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TALLAHASSEE, FLORIDA

Pursuant to Section 617.1002 of the Florida Not For Profit Corporation Act, Friends of WLRN, Inc. hereby amends and restates its Articles of Incorporation as follows effective immediately upon filing with the Florida Department of State.:

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **Friends of WLRN, Inc.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 172 N.E. 15th Street, Miami, Florida 33132.

**ARTICLE II - PURPOSES**

The Corporation is organized for the purpose of providing assistance to publicly supported broadcasting, specifically radio station WLRN-FM 91.3, or as otherwise designated by the Federal Communications Commission, or WLRN-TV, Channel 17, or as otherwise designated by the Federal Communications Commission, or such other broadcast properties licensed to the School Board of Miami-Dade County, Florida or to the corporation and the provision of educational and instructional television material to schools for formal education. These purposes shall be accomplished by means of (a) fundraising and other efforts that increase public recognition and appreciation and give these stations higher profile in the community and (b) underwriting of programming.

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ARTICLE III - GOVERNANCE

The Corporation shall have no members and be managed under the direction and supervision of its Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall perpetual existence.

ARTICLE V - BOARD OF DIRECTORS

The members of the Board of Directors of the Corporation shall be appointed or elected in the manner set forth in the Bylaws of the Corporation.

ARTICLE VI - BYLAWS

Amendments, additions or deletions to the Bylaws of the Corporation may be made by majority vote of the Board of Directors at a regular or special meeting called for that purpose.

ARTICLE VII - DISSOLUTION


Upon dissolution of the Corporation, and after payment of all liabilities of the Corporation, all its assets will be distributed to the then licensee(s) of radio station WLRN FM and television station WLRN TV. If both the Corporation and licensee(s) are dissolved, all such assets will be distributed to one or more nonprofit organization(s) as defined under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future provision of the Internal Revenue Code) and approved by a majority of the Board of Directors at any meeting called for that purpose.

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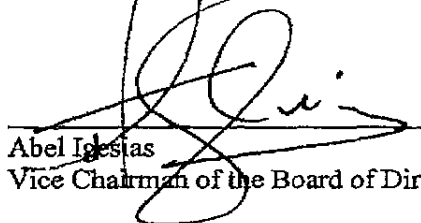
ARTICLE VIII - AMENDMENT

Amendments to these Articles of Incorporation shall be adopted by the affirmative vote of two-thirds of members of the Board of Directors attending any regular or special meeting of the Board of Directors at which a quorum is present called for such purpose.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation this 19th day of January, 2005.



Charles Dusseau  
Chairman of the Board of Directors



Abel Iglesias  
Vice Chairman of the Board of Directors

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**SECRETARY'S CERTIFICATE**

The undersigned, the Secretary of Friends of WLRN, Inc., hereby certifies that at a duly authorized meeting of the Board of Directors of the Corporation on January 19, 2005, more than two-thirds of the members of the Corporation's Board of Directors affirmatively voted to approve the attached Restatement and Amendment of the Articles of Incorporation effective as of their filing with the Florida Department of State, which is the vote required by the Corporation's current Articles of Incorporation for approval of amendments to the Articles of Incorporation.

  
Secretary of Friends of WLRN, Inc,

Dated: January 19, 2005