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CF Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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*****70.00 *****70.00

Corporation(s) Name

Infinity Broadcasting Corporation

00 MAY -5 AM 10:16
SECRETARY OF STATE
DIVISION OF CORPORATIONS

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Withdrawal	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> UCC
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> Will Wait
<input type="checkbox"/> Parts/ameds/mergers <input type="checkbox"/> Other-See Above		
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Jeffrey Butterfield

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Thank You!

5/5

**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.

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1. INFINITY BROADCASTING CORPORATION
(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 3. 13-4030071
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09/15/98 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o C. Mc MORROW - CASTRO
51 W. 52 ST., NEW YORK, NY 10019
(Current mailing address)
8. RADIO BROADCASTING + OUTDOOR ADVERTISING
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

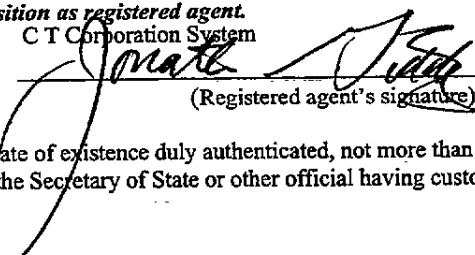
Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. 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.

C T Corporation System


(Registered agent's signature)

Jonathon R. Ciddings
Assistant Secretary

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: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: N/A

Address: _____

Director: SEE ATTACHED

Address: _____

Director: SEE ATTACHED

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE ATTACHED

Address: _____

Vice President: SEE ATTACHED

Address: _____

Secretary: SEE ATTACHED

Address: _____

Treasurer: SEE ATTACHED

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Clare Mc Morrow - Castro
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. CLARE Mc MORROW - CASTRO / ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

Directors, Officers Report

Infinity Broadcasting Corporation

May 02, 2000
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DIVISION OF CORPORATIONS
00 MAY -5 AM 10:16

DIRECTORS

George H. Conrades Director
Primary Address: c/o Akamai Technologies
201 Broadway
Cambridge, MA 02139

Bruce S. Gordon Director
Primary Address: Bell Atlantic
1095 Avenue of the Americas
Room 4156
New York, NY 10036

Mel A. Karmazin Director
Primary Address: CBS CORPORATION
51 WEST 52ND STREET
NEW YORK, NY 10019

William S. Levine Director
Primary Address: c/o Infinity Outdoor, Inc.
1702 East Highland
Ste. 310
Phoenix, AZ 85016

Arturo R. Moreno Director
Primary Address: c/o Infinity Outdoor, Inc.
2502 North Black Canyon Hwy.
Phoenix, AZ 85009

Richard R. Pivrotto Director
Primary Address: Richard R. Pivrotto Co., Inc.
111 Clapboard Ridge Road
Greenwich, CT 06830

Jeffrey Sherman Director
Primary Address: c/o CBS Corporation
51 West 52 Street
New York, NY 10019

Paula Stern Director
Primary Address: c/o The Stern Group, Inc.
3314 Ross Place, N.W.
Washington, D.C. 20008

Infinity Broadcasting Corporation

Farid Suleman **Director**
Primary Address: CBS CORPORATION
40 WEST 57TH STREET - 14TH FLOOR
NEW YORK, NY 10019

Robert D. Walter **Director**
Primary Address: c/o Cardinal Health, Inc.
7000 Cardinal Place
Dublin, OH 43017

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OFFICERS

Mel A. Karmazin **Chairman, President and Chief Executive Officer**
Primary Address: CBS CORPORATION
51 WEST 52ND STREET
NEW YORK, NY 10019

Louis J. Briskman **Executive Vice President and General Counsel**
Primary Address: CBS CORPORATION
51 WEST 52ND STREET
NEW YORK, NY 10019

Daniel R. Mason **Executive Vice President**
Primary Address: C/O FIRST MEDIA CORPORATION
10220 RIVER ROAD
POTOMAC, MD 20854

Fredric G. Reynolds **Executive Vice President**
Primary Address: CBS CORPORATION
51 WEST 52ND STREET
NEW YORK, NY 10019

Farid Suleman **Executive Vice President, Chief Financial Officer and Treasurer**
Primary Address: CBS CORPORATION
40 WEST 57TH STREET - 14TH FLOOR
NEW YORK, NY 10019

Stephen A. Hildebrandt **Vice President**
Primary Address: CBS CORPORATION
10220 RIVER ROAD, SUITE 305
POTOMAC, MD 20854

Angeline C. Straka **Vice President and Secretary**
Primary Address: CBS CORPORATION
51 WEST 52ND STREET
NEW YORK, NY 10019

Tina S. Haut **Vice President and Assistant Secretary**
Primary Address: TDI WORLDWIDE, INC.
275 MADISON AVENUE
NEW YORK, NY 10016

Infinity Broadcasting Corporation

Diane M. Bachy Assistant Secretary
Primary Address: CBS CORPORATION
11 STANWIX STREET
PITTSBURGH, PA 15222

Clare McMorrow-Castro Assistant Secretary
Primary Address: CBS CORPORATION
51 WEST 52ND STREET
NEW YORK, NY 10019

Julianne O'Riordan Assistant Secretary
Primary Address: CBS CORPORATION
51 WEST 52ND STREET
NEW YORK, NY 10019

Theodore G. Siry Assistant Secretary
Primary Address: CBS CORPORATION
40 WEST 57TH STREET - 14TH FLOOR
NEW YORK, NY 10019

Patricia Stratford Assistant Secretary
Primary Address: INFINITY BROADCASTING CORPORATION
40 WEST 57TH STREET - 14TH FLOOR
NEW YORK, NY 10019

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DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INFINITY BROADCASTING CORPORATION" 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 THIRD DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

00 MAY - 5 AM 10:16
SECRETARY OF STATE
OFFICE OF CORPORATIONS
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

2944508 8300

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AUTHENTICATION:

0417088

DATE:

05-03-00