

Document Number Only

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

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-05/05/00--01005--027  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Corporation(s) Name

Infinity Broadcasting Corporation

<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	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> arts/ameds/mergers <input type="checkbox"/> Other-See Above		
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

Name Availability: \_\_\_\_\_  
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Jeffrey Butterfield

Thank You!

RECEIVED  
00 MAY -5 AM 11:50  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE

RECEIVED

**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. 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

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

3. 13-4030071

(FEI number, if applicable)

4. 09/15/98

(Date of incorporation)

5. PERPETUAL

(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

Jonath R. Ciddings  
(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)

**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 M. MORROW - CASTRO / ASSISTANT SECRETARY

(Typed or printed name and capacity of person signing application)

FILED  
STATE  
DIVISION OF CORPORATIONS  
90 MAY -5 AM 10:16

## Directors, Officers Report

### Infinity Broadcasting Corporation

May 02, 2000

FILED  
CLERK OF SUPERIOR COURT  
DIVISION OF CORPORATIONS  
00 MAY -5 AM 10:16

#### DIRECTORS

<b>George H. Conrades</b> Primary Address:	<b>Director</b> c/o Akamai Technologies 201 Broadway Cambridge, MA 02139
<b>Bruce S. Gordon</b> Primary Address:	<b>Director</b> Bell Atlantic 1095 Avenue of the Americas Room 4156 New York, NY 10036
<b>Mel A. Karmazin</b> Primary Address:	<b>Director</b> CBS CORPORATION 51 WEST 52ND STREET NEW YORK, NY 10019
<b>William S. Levine</b> Primary Address:	<b>Director</b> c/o Infinity Outdoor, Inc. 1702 East Highland Ste. 310 Phoenix, AZ 85016
<b>Arturo R. Moreno</b> Primary Address:	<b>Director</b> c/o Infinity Outdoor, Inc. 2502 North Black Canyon Hwy. Phoenix, AZ 85009
<b>Richard R. Pivrotto</b> Primary Address:	<b>Director</b> Richard R. Pivrotto Co., Inc. 111 Clapboard Ridge Road Greenwich, CT 06830
<b>Jeffrey Sherman</b> Primary Address:	<b>Director</b> c/o CBS Corporation 51 West 52 Street New York, NY 10019
<b>Paula Stern</b> Primary Address:	<b>Director</b> c/o The Stern Group, Inc. 3314 Ross Place, N.W. Washington, D.C. 20008

Infinity Broadcasting Corporation

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**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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DIVISION OF CORPORATIONS  
00 MAY -5 AM 10:16

**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**

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**Diane M. Bachy**

**Assistant Secretary**

Primary Address:

CBS CORPORATION  
11 STANWIX STREET  
PITTSBURGH, PA 15222

**Clare McMorow-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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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

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.

FILED  
OFFICE OF THE SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAY -5 2000  
16



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0417088

DATE:

05-03-00