

F00000003639

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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

CORPORATION(S) NAME

NextMedia Group II, 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 type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input 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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Name _____ 06/27/00
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Examiner _____
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RECEIVED
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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

3K
6/27

**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.*

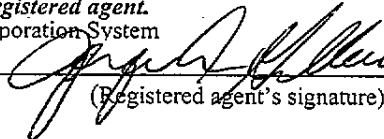
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1. NextMedia Group II, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 65-0954190
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 27, 2000 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. 777 South Flagler Drive, 8th Floor
West Palm Beach, FL 33401
(Current mailing address)
8. Mass Media, including Broadcasting, Internet and 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

 **JOYCE A. GILBERT**
ASSISTANT SECRETARY
(Registered agent's signature)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Steven Dinetz

Address: 1034 Skyland Drive, P.O. Box 10994

Zephyr Cove, Nevada 89448

Director: Carl E. Hirsch

Address: 11111 Santa Monica Boulevard, Suite 220

Los Angeles, California 90025

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

President: Steven Dinetz

Address: 1034 Skyland Drive, P.O. Box 10994

Zephyr Cove, Nevada 89448

Vice President: Samuel Weller

Address: 6312 Fiddler's Green Circle, Suite 360-E

Englewood, Colorado 80111

Secretary: Matthew L. Leibowitz

Address: One Southeast Third Avenue, Suite 1450

Miami, Florida 33131

Treasurer: Sean Stover

Address: 6312 Fiddler's Green Circle, Suite 360-E

Englewood, Colorado 80111

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. Matthew Leibowitz, Secretary

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

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NextMedia Group II, Inc.

OFFICERS

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<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Carl E. Hirsch	Executive Chairman	1111 Santa Monica Boulevard Suite 220 Los Angeles, California 90025
Steven Dinetz	President and Chief Executive Officer	P.O. Box 10994 1034 Skyland Drive Zephyr Cove, Nevada 89448
Samuel Weller	Senior Executive Vice President, and President and Co-Chief Operating Officer of the Radio Division	6312 Fiddler's Green Circle Suite 360 E Englewood, Colorado 80111
Sean Stover	Chief Financial Officer and Treasurer	6312 Fiddler's Green Circle Suite 360 E Englewood, Colorado 80111
Steven Smith	Vice President of Finance	6427 Acres Drive Independence, Ohio 44131
Jeffery Dinetz	Executive Vice President, and Co-Chief Operating Officer of the Radio Division	210 River Vale Road, #9 River Vale, New Jersey 07675
Matthew Leibowitz	Secretary	Leibowitz & Associates One Southeast Third Avenue Suite 1450 Miami, Florida 33131
Daniel S. Dross	Assistant Secretary and Assistant Treasurer	Thomas Weisel Partners 600 Montgomery Street 34 th Floor San Francisco, California 94111

To Whom It May Concern:

Please be advised that pursuant to §265 of the Delaware General Corporation Law, NextMedia Group, LLC, a Delaware limited liability company, was converted to NextMedia Group II, Inc., a Delaware corporation, as of April 27, 2000. NextMedia Group, LLC was properly qualified to do business in this state and as a result of the conversion, NextMedia Group II, Inc. is now reapplying for qualification for completeness.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 27 PM 2:00

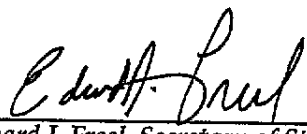
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXTMEDIA GROUP II, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF MAY, A.D. 2000.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION:

0445614

DATE:

05-18-00

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DIVISION OF CORPORATIONS
00 JUN 21 PM 2:00