



THE UNITED STATES
CORPORATION
COMPANY

F01 0000000 62

ACCOUNT NO. : 072100000032

REFERENCE : 951164 4334364

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

FILED
01 JAN -5 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 2, 2001

ORDER TIME : 9:41 AM

ORDER NO. : 951164-055

CUSTOMER NO: 4334364

500003525105--2

CUSTOMER: Rita Townsend, Legal Asst
Weil Gotshal & Manges LLP
Suite 1300
100 Crescent Court
Dallas, TX 75201-6950

FOREIGN FILINGS

NAME: NEXTMEDIA OPERATING, INC.

5

RECEIVED
01 JAN -5 AM 10:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

see 1/5

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NextMedia Operating, Inc.
(Name of corporation - must include suffix)

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TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Rita Townsend

(Name of Person)

Weil, Gotshal & Manges LLP

(Firm/Company)

100 Crescent Court, Suite 1300

(Address)

Dallas, TX 75201

(City/State and Zip code)

For further information concerning this matter, please call:

Rita Townsend

(Name of Person)

at (214) 746-8185

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. NextMedia Operating, 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

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

3. 84-1545397

(FEI number, if applicable)

4. May 18, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6312 S. Fiddler's Green Circle, Suite 360E, Englewood, Colorado 80011

(Principal office address)

(Current mailing address)

owning and operating radio stations to engage in any act or activity for which corporations may be organized

8. _____

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

By: _____

(Registered agent's signature)

**Lynette Coleman
as its agent**

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Sean Stover, Vice President

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

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SECRETARY OF STATE

EXHIBIT A

NEXTMEDIA OPERATING, INC.
6312 S. Fiddler's Green Circle, Suite 360 E
Englewood, Colorado 80011

DIRECTORS

Carl E. Hirsch	Director Res. Add: 11111 Santa Monica Blvd., Los Angeles, CA 90025
Steven Dinetz	Director Res. Add: 1034 Skyland Drive, Zephyr Cove, NV 89448

OFFICERS

Carl E. Hirsch	Executive Chairman Res. Add: 11111 Santa Monica Blvd., Los Angeles, CA 90025
Steven Dinetz	President and Chief Executive Officer Res. Add: 1034 Skyland Drive, Zephyr Cove, NV 89448
Sean Stover	Sr. Vice President, Chief Financial Officer and Treasurer Res. Add: 698 E. Fairchild Drive, Highlands Ranch, CO 80126
Samuel Weller	President and Co-Chief Operating Officer of the Radio Division Res. Add: 5555 Pine Court, Greenwood, CO 80121
Jeffrey Dinetz	Executive Vice President and Co-Chief Operating Officer of the Radio Division Res. Add: 2292 Oakham Court, Mahwah, NJ 07430
Allen Stieglitz	President and Chief Operating Officer of the Outdoor Division Res. Add: 9138 E. Charter Oak Dr., Scottsdale, AZ 85260
Steven Smith	Vice President – Finance Res. Add: 6427 Acres Drive, Independence, OH 44131
Mark Stennett	Vice President – Engineering Res. Add: 418 Sunset Dr., Georgetown, TX 78628
Don Parker	Vice President – Programming Res. Add: 627 N. La-Jolla Ave., Los Angeles, CA 90048
Juli Fisher	Corporate Controller, Assistant Secretary and Assistant Treasurer Res. Add: 10202 S. Fairgate Way, Highlands Ranch, CO 80126
Matthew Leibowitz	Secretary Res. Add: 1 S.E. 3rd Ave., Suite 1450, Miami, FL 33131-1715

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXTMEDIA OPERATING, INC." 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 SECOND DAY OF JANUARY, A.D. 2001. — — — — —

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE. — — — — —

FILED
01 JAN -5 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3228191 8300

010002329



Edward J. Freel
EDWARD J. FREEL, Secretary of State

DATE: 01-02-01