



THE UNITED STATES  
CORPORATION  
COMPANY

# F01000000816

ACCOUNT NO. : 072100000032

REFERENCE : 997729 4319220

AUTHORIZATION *Patricia Pignato*

COST LIMIT : \$ 70.00

FILED  
01 FEB 12 PM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 9, 2001

ORDER TIME : 9:56 AM

ORDER NO. : 997729-045

CUSTOMER NO: 4319220

CUSTOMER: Ms. Carol Menniti  
Viacom Inc.  
1515 Broadway  
51-17  
New York, NY 10036

000003674130--4

FOREIGN FILINGS

NAME: IBC MERGER CORP.

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: \_\_\_\_\_

RECEIVED  
01 FEB 12 AM 10:40  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*B/m 2/12*

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.

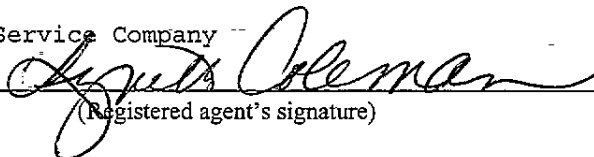
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01 FEB 22 PM 1:15  
TALLAHASSEE  
FLORIDA

1. IBC Merger Corp.  
(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. 13-4142467  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/24/2000 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon application  
(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. 1515 Broadway, New York, NY 10036  
(Principal office address)  
1515 Broadway, New York, NY 10036  
(Current mailing address)  
Radio Stations.
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, Florida 32301  
(City) (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

  
(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.

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: \_\_\_\_\_

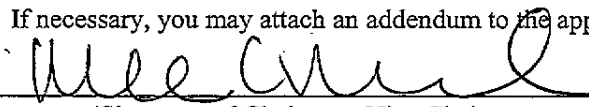
Secretary: \_\_\_\_\_

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. Mark C. Morrill, Vice President  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE

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TALLAHASSEE, FLORIDA

Michael D. Fricklas  
Mel Karmazin  
Fredric G. Reynolds

1515 Broadway, New York, NY 10036  
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1515 Broadway, New York, NY 10036

Michael D. Fricklas  
William A. Roskin  
Michelena Hallie  
Mark C. Morril  
Laura Franco  
Katherine B. Rosenberg  
Ilene W. Stack

Executive Vice President and Secretary  
Senior Vice President  
Vice President and Assistant Secretary  
Vice President and Assistant Secretary  
Assistant Secretary  
Assistant Secretary  
Assistant Secretary

**1515 Broadway, New York, NY 10036**

*State of Delaware*  
*Office of the Secretary of State*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA 32301  
FEB 12 PM 1:05  
FILED

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE  
DELAWARE, DO HEREBY CERTIFY "IBC MERGER CORP." 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 NINTH DAY OF FEBRUARY,  
A.D. 2001.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3304433 8300

AUTHENTICATION: 0963890

010065871

DATE: 02-09-01