

CT CORPORATION SYSTEM

F01000003361

CORPORATION(S) NAME

Emmis Operating Company

FILED
01 JUN 22 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 22 PM 1:57
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<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
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<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	
<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		

Name _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

6/22/01

Order#: 4607461

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Ref#: *****70.00 *****70.00

Amount: \$ _____

BK

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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

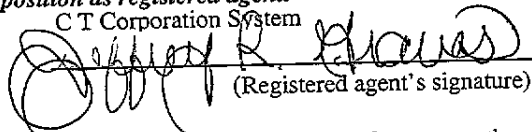
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1. Emmis Operating Company
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Indiana
(State or country under the law of which it is incorporated)
3. 35-2141064
(FEI number, if applicable)
4. May 30, 2001
(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. One Emmis Plaza, 40 Monument Circle, Suite 700
Indianapolis, Indiana 46204
(Current mailing address)
8. Broadcasting and Publishing Services
(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)

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) See Exhibit A attached hereto

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable) See Exhibit A attached hereto

President: _____

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. _____

J. Scott Enright, Vice President

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

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EXHIBIT A

Sole Director

Jeffrey H. Smulyan
40 Monument Circle, Suite 700
Indianapolis, IN 46204

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Officers

<u>Name</u>	<u>Office</u>
Jeffrey H. Smulyan 40 Monument Circle, Suite 700 Indianapolis, IN 46204	Chairman of the Board, President and Chief Executive officer
Doyle L. Rose 15821 Ventura Blvd., Suite 685 Encino, CA 91436	Radio Division President
Richard F. Cummings 15821 Ventura Blvd., Suite 685 Encino, CA 91436	Executive Vice President – Programming
Gary L. Kaseff 15821 Ventura Blvd., Suite 685 Encino, CA 91436	Executive Vice President, General Counsel and Assistant Secretary
Walter Z. Berger 40 Monument Circle, Suite 700 Indianapolis, In 46204	Executive Vice President, Chief Financial Officer and Treasurer
Norman H. Gurwitz 40 Monument Circle, Suite 700 Indianapolis, IN 46204	Executive Vice President – Human Resources and Secretary
Gary R. Thoe 40 Monument Circle, Suite 100 Indianapolis, IN 46204	Vice President and Chief Operating Officer – Publishing
Randy Bongarten 333 W. 56 th Street, Apt. 9F New York, NY 10019	President – International Division and Television Division

John S. Nelson
40 Monument Circle, Suite 700
Indianapolis, IN 46204

Ray Schonbak
40 Monument Circle, Suite 700
Indianapolis, IN 46204

David Lebow
40 Monument Circle, Suite 700
Indianapolis, IN 46204

Vanessa Oubre
1025 Jefferson Davis Parkway
New Orleans, LA 70125

Christine Woodward – Duncan
40 Monument Circle, Suite 600
Indianapolis, IN 46204

Judith A. Ellis
395 Hudson St., 7th Floor
New York, NY 10014

Chuck DuCoty
1700 Merchandise Mart Plaza
Chicago, IL 60654

James R. Riggs
40 Monument Circle, Suite 700
Indianapolis, IN 46204

John R. Beck, Jr.
800 Union Station
The Power House
St. Louis, MO 63103

Joe Rusch
800 Union Station
The Power House
St. Louis, MO 63103

Valerie C. Maki
2600 W. Olive St., Suite 850
Burbank, CA 91505

Vice President of Human
Resources

Senior Vice President of
Operations – Television Division

Regional Vice President – Radio
Division

Vice President of Television
Research

Senior Vice President and General
Manager – WYXB-FM, WENS-
FM and WNOU-FM

Senior Vice President and General
Manager – WQHT-FM, WRKS-
FM and WQCD-FM

Vice President and General
Manager – WKQX-FM

Senior Vice President – Special
Projects

Senior Vice President and General
Manager – KSHE-FM, WMLL-
FM and KPNT-FM

Vice President and General
Manager – KFTK-FM and KIHT-
FM

Senior Vice President Market
Manager of Los Angeles

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Wayne Spracklin
31 Skyline Drive
Lake Mary, FL 32746

Vice President and General
Manager – WKCF-TV

Thomas J. Severino
40 Monument Circle, Suite 400
Indianapolis, IN 46204

Vice President and General
Manager – WIBC-AM

Marv Nyren
631 North First Avenue
Phoenix, AZ 85003

Vice President and Market
Manager – KTAR-AM, KMVP-
AM, KKFR-FM and KKLT-FM

Joe Schwartz
1200 17th Street
Denver, CO 80202

Vice President and General
Manager – KXPK-FM and KALC-
FM

Jay Zollar
787 Lombardi Ave.
Green Bay, WI 54302

Vice President and General
Manager – WLUK-TV

William Spellman
88 Piikoi Street
Honolulu, HI 96814

Vice President and General
Manager – KHON-TV

Scott Wilson
210 Government St.
Mobile, AL 36602

Vice President and General
Manager – WALA-TV

Madelyn Bonnot
1025 South Jefferson David Pky
New Orleans, LA 70125

Vice President of Television
Operations and General Manager –
WVUE-TV

Donita Todd
621 S.W. Pine Island Road
Cape Coral, FL 33991-1950

Vice President and General
Manager – WFTX-TV

David Bailey
918 Ohio Street
Terre Haute, IN 47807

Senior Vice President and General
Manager – WTHI-FM, WTHI-TV
and WWVR-FM

Peter Maroney
222 S.W. Columbia Street
Portland, OR 97201

Vice President and General
Manager – KOIN-TV

Bill Anderson
14 & Coal SW
Albuquerque, NM 87104

Vice President and General
Manager – KRQE-TV

Don Ray
645 5th Avenue
Huntington, WV 25701

Vice President and General
Manager – WSAZ-TV

Al Buch
833 N. Main Street
Wichita, KS 67203

Vice President and General
Manager – KSNW-TV

Lynne Mueller
1534 Kapiolani Blvd.
Honolulu, HI 96814

Vice President and General
Manager – KGMB-TV

Chris Leister
10714 Mockingbird Drive
Omaha, NE 68127

Vice President and General
Manager – KMTV-TV

Ray Depa
7280 E. Rosewood
Tucson, AZ 85710

Vice President and General
Manager – KGUN-TV

Gary McNair
6835 N.W. U.S. Hwy. 24
Topeka, KS 66618

Vice President and General
Manager – KSNT-TV

Deborah Paul
40 Monument Circle, Suite 100
Indianapolis, IN 46204

Vice President/Editorial Director –
Publishing

Jack N. Marsella
40 Monument Circle, Suite 100
Indianapolis, IN 46204

Vice President/Director of Sales
and Marketing – Publishing

Keith Phillips
40 Monument Circle, Suite 100
Indianapolis, IN 46204

Publisher – Indianapolis Monthly

Michael Levy
701 Brazos, Suite 1600
Austin, TX 78701

President – Texas Monthly

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Marsha Cook
701 Brazos, Suite 1600
Austin, TX 78701

Susie Love
40 Monument Circle, Suite 100
Indianapolis, Indiana 46204

Sean McGinnis
1330 W. Peachtree St., 4th Floor
Atlanta, GA 30309

Dianne Bohmer
One Centennial Plaza
705 Central Ave., Suite 370
Cincinnati, OH 45202

Margaret B. Borst
707 Kautz Road.
St. Charles, IL 60174

Steve Borst
707 Kautz Road
St. Charles, IL 60174

Liz Miller
11100 Santa Monica Blvd.
7th Floor
Los Angeles, CA 90025

Helshi Lockwood
60 East 42nd St., Suite 1103
New York, NY 10165-0098

Katheryn B. McGuire
7 Bullfinch Place, 4th Floor
Boston, MA 02114

Elaine Clark
324 Campus Lane, Suite B
Suisun, CA 94585

Deborah J. Smulyan
54 Rue St. Bominique
Paris, France 147059605

Vice President and Chief
Operating Officer – Texas
Monthly

Director of Sales Development
Publishing

Publisher – Atlanta Magazine

Publisher – Cincinnati Magazine

President – Country Sampler

Vice President, CFO - Country
Sampler

Publisher – Los Angeles Magazine

President – Emmis Publishing
National Sales

President – Revenue Development
Systems

President – Co-Opportunities

Vice President – International
Division

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J. Scott Enright
40 Monument Circle, Suite 700
Indianapolis, In 46204

Ronald E. Elberger
135 N. Pennsylvania St., #2700
Indianapolis, IN 46204

Curtis E. Taylor
40 Monument Circle, Suite 700
Indianapolis, IN 46204

Mike McKinnon
40 Monument Circle, Suite 700
Indianapolis, IN 46204

Bruce S. LeDoux
40 Monument Circle, Suite 700
Indianapolis, IN 46204

David R. Newcomer
40 Monument Circle, Suite 700
Indianapolis, IN 46204

Cheryl Ackerman
40 Monument Circle, Suite 700
Indianapolis, IN 46204

David L. Wills
135 N. Pennsylvania St., #2700
Indianapolis, IN 46204

Vice President, Associate General
Counsel and Assistant Secretary

Vice President, Litigation Counsel
and Assistant Secretary

Vice President – Information
Systems

Vice President – Engineering

Vice President – Accounting

Vice President – Finance

Assistant Treasurer

Assistant Secretary

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STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE

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TALLAHASSEE, FLORIDA

To Whom These Presents Come, Greeting:

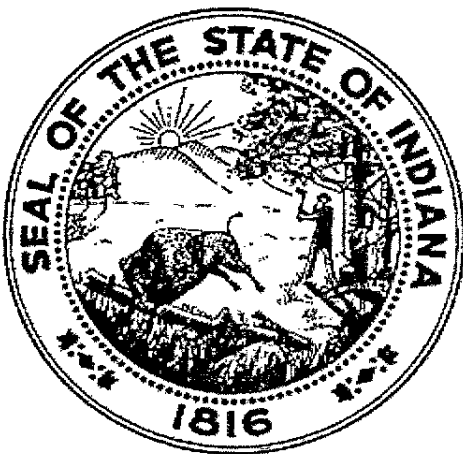
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper office to execute this certificate.

I further certify that records of this office disclose that

EMMIS OPERATING COMPANY

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on May 30, 2001, and was in existence or authorized to transact business in the State of Indiana on June 20, 2001.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand
and affixed the seal of the State of Indiana, at the
City of Indianapolis, this Twentieth day of June, 2001.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State

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