

FOI 0000003454

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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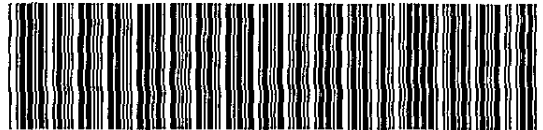
(Business Entity Name)

(Document Number)

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05/20/05--01008--026 \*\*43.75

FILED  
05 MAY 20 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For  
Amer

T. Smith MAY 20 2005

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CLEAR CHANNEL TAXI ADVERTISING, CORP.  
(Name of corporation)

**DOCUMENT NUMBER:** FO1000003454

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

TRACY FREIDEL  
(Name of person)

CLEAR CHANNEL WORLDWIDE  
(Name of firm/company)

200 E BASSE Rd  
(Address)

SAN ANTONIO, TX 78209  
(City/state and zip code)

For further information concerning this matter, please call:

ERIKA NIELSEN at (210) 822-2828  
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- |   |  |  |   |
|---|--|--|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) |
|---|--|--|---|

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

PROFIT CORPORATION  
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA  
(Pursuant to s. 607.1504, F.S.)

SECTION I  
(1-3 MUST BE COMPLETED)

F01000003454

(Document number of corporation (if known))

1. MEDALLION TAXI MEDIA, INC.  
(Name of corporation as it appears on the records of the Department of State)
2. NEW YORK  
(Incorporated under laws of)
3. 09/28/2004  
(Date authorized to do business in Florida)

FILED  
05 MAY 26 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECTION II  
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 09/03/2004
5. CLEAR CHANNEL TAXI ADVERTISING CORP.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.

F 04090300 0 801

CERTIFICATE OF MERGER  
OF  
CHECKER ACQUISITION CORP.  
AND  
MEDALLION TAXI MEDIA, INC.  
INTO

CSC 45

MEDALLION TAXI MEDIA, INC.

Under section 904 of the Business Corporation Law

\*\*\*\*\*

It is hereby certified upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The names of the constituent entities are Medallion Taxi Media, Inc., a New York corporation ("Medallion Media"), and Checker Acquisition Corp., a New York corporation ("Checker Acquisition").

SECOND: The date on which the initial certificate of incorporation of Medallion Media was filed with Secretary of State of the State of New York is August 23, 1994. Medallion Media was originally incorporated under the name Medallion Taxi Media, Inc. The date on which the initial certificate of incorporation of Checker Acquisition was filed with Secretary of State of the State of New York is August 24, 2004. Checker Acquisition was originally incorporated under the name Checker Acquisition Corp.

THIRD: Medallion Media has 10 shares of Common Stock, par value \$0.001 per share, outstanding and entitled to vote. Medallion does not have any other outstanding shares or interests. Checker Acquisition has 1,000 shares of Common Stock, par value \$0.01 per share, outstanding and entitled to vote. Checker Acquisition does not have any other outstanding shares or interests.

FOURTH: An Agreement and Plan of Merger, dated as of September 3, 2004, by and among Medallion Media and Checker Acquisition providing for the merger of Checker Acquisition with and into Medallion Media (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 902 of the New York Business Corporation Law.

FIFTH: The certificate of incorporation of Medallion Taxi Media, Inc. (the "Surviving Corporation") will be amended to change the name of the Surviving Corporation to Clear Channel Taxi Advertising, Corp. To effect the foregoing, Article I of the certificate of incorporation of the Surviving Corporation will be amended to state:

*State of New York }  
Department of State }* ss:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**April 11, 2005**



A handwritten signature in black ink, appearing to read "John A. ...", written over a horizontal line.

*Secretary of State*

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed  
by the undersigned as of SEPTEMBER 3, 2004.

MEDALLION TAXI MEDIA, INC.

By: 

Andrew M. Murstein  
Chief Executive Officer / Authorized Person

CHECKER ACQUISITION CORP.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

99/03/2004 FRI 11:48 FAX

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed by  
the undersigned as of September 3, 2004.

MEDALLION TAXI MEDIA, INC.

By \_\_\_\_\_

Name:

Title:

CHECKER ACQUISITION CORP.

By *Randall T. Mays*

Name: Randall T. Mays

Title: Vice President & Secretary

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: CLEAR CHANNEL TAXI ADVERTISING, CORP.

DOCUMENT TYPE: RESERVATION (DOM. BUSINESS)

SERVICE COMPANY: CAPITOL SERVICES, INC.

SERVICE CODE: 01

APPLICANT NAME : DESRI CLARK

FILED:08/24/2004 DURATION:10/25/2004 CASH#:040824000393 FILM #:040824000380

ADDRESS FOR PROCESS

REGISTERED AGENT



\*\* SUBMIT RECEIPT WHEN FILING CERTIFICATE \*\*

PILER	FEES	45.00	PAYMENTS	45.00
DESRI CLARK	FILING	20.00	CERT	0.00
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CSC 45  
DRAWDOWN

CERTIFICATE OF MERGER  
OF  
CHECKER ACQUISITION CORP.  
INTO  
MEDALLION TAXI MEDIA, INC.

Section 904 of the Business Corporation Law

RECEIVED  
2004 SEP -3 PM 3:50

1cc

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED SEP 03 2004

DWS  
R

Filer: Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, NY 10019-6099  
Cust. Ref#874973MPJ

DRAWDOWN

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