

F0100000 4656

CORPORATION(S) NAME

(1) Clear Channel Outdoor, Inc. d/b/a CC Outdoor, Inc.

(Qualification)

(2) Clear Channel Outdoor, Inc. Fictitious Name:

Clear Channel Outdoor, Inc.

FILED
01 AUG 31 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<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
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30 PM
<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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TALLAHASSEE, FLORIDA

Name _____ 8/31/01
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

Order#: 4759426

Ref#:

500004566945-9

-03/04/01--01006-003

Amount: \$ *****70.00 *****70.00

RECEIVED
DIVISION OF STATE
CORPORATION
2001 AUG 31 PM 4:24
TO ANY AGED
SUFFICIENCY OF FILING

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

Today's Date

Please insert
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Clear Channel Outdoor, Inc.
200 E. Basse Road
San Antonio, Texas 78209
210-832-3320

August 30, 2001

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs:

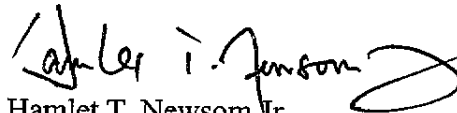
On behalf of Clear Channel Outdoor, Inc., a Delaware corporation (the "Company"), enclose please find the following:

- (i) Application by Foreign Corporation for Authorization to Transact Business in Florida;
- (ii) Application for Registration of Fictitious Name; and
- (iii) Resolution of Clear Channel Outdoor, Inc.

There is currently a corporation organized under Florida law using the name "Clear Channel Outdoor, Inc." Due to this fact, the Company wishes to apply for authority to transact business in Florida under the name "CC Outdoor, Inc." Simultaneously, the Company wishes to file the Application for Registration of Fictitious Name to conduct business in Florida under the name Clear Channel Outdoor, Inc.

If you have any questions concerning these filings, please do not hesitate to contact me at the number above.

Very truly yours,



Hamlet T. Newsom Jr.
Corporate Counsel

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, Mark P. Mays, do hereby certify that this Resolution of the Board of Directors of Clear Channel Outdoor, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on August 30, 2001.

Resolved, that Clear Channel Outdoor, Inc., organized and existing in the State of Delaware, hereby adopts the name CC Outdoor, Inc. for use in Florida.

Dated: August 30, 2001



Mark P. Mays

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01 AUG 31 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Clear Channel Outdoor, 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. 86-0801051
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8-5-95 5. Perpetual
(Date of incorporation) (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. 2850 E. Camelback Road, Suite 300, Phoenix AZ 85016
(Principal office address)

2850 E. Camelback Road, Suite 300, Phoenix AZ 85016
(Current mailing address)

8. Outdoor advertising, bus shelters, taxi tops, mall kiosks and airports
(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: CT Corporation System

Office Address: 1200 South Pine Island Rd.

Plantation
(City)

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.

Connie Bryan Connie Bryan
(Registered agent's signature) Special Asst. Secy.

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: Karl Eller

Address: 2850 E. Camelback Road, Suite 300, Phoenix AZ 85016

Vice Chairman: Paul Meyer

Address: 2850 E. Camelback Road, Suite 300, Phoenix AZ 85016

Director: L. Lowry Mays

Address: 200 E. Basse Road, San Antonio TX 78209

Director: Mark P. Mays

Address: 200 E. Basse Road, San Antonio TX 78209

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Paul Meyer

Address: 2850 E. Camelback Road, Suite 300, Phoenix AZ 85016

Vice President: Stephanie Rosales

Address: 200 E. Basse Road, San Antonio TX 78209

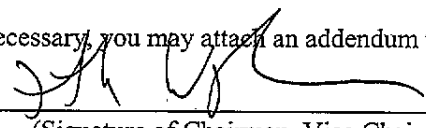
Secretary: Kenneth Wyker

Address: 200 E. Basse Road, San Antonio TX 78209

Treasurer: Kurt Tingey

Address: 2850 E. Camelback Road, Suite 300, Phoenix AZ 85016

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. Kenneth Wyker, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLEAR CHANNEL OUTDOOR, 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 TWENTY-NINTH DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2533910 8300

AUTHENTICATION: 1319148

010426957

DATE: 08-29-01