

F01789Florida Department of State
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BASIC AMENDMENT

HOPPER RADIO OF FLORIDA, INC.

Certificate of Status	1
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Amend 3-30-05/ant

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HOPPER RADIO OF FLORIDA, INC.

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of Hopper Radio of Florida, Inc., a Florida corporation (the "Corporation"), Charter Number F01789, be, and it is hereby, amended as set forth below:

The Article of the Articles of Incorporation of the Corporation reflecting the authorized Capital Stock of the Corporation shall be amended to change the capitalization of the Corporation to provide for both voting and non-voting stock by deleting said Article in its entirety and inserting in its place a new Article to read as follows:

ARTICLE IV

The total authorized capital stock of the Corporation shall consist of Five Thousand (5,000) shares of Class A Voting Common Stock, par value \$.01 per share, and Five Thousand (5,000) shares of Class B Non-Voting Common Stock, par value \$.01 per share. The holders of Class A Voting Common Stock shall be entitled to vote on all matters submitted to a vote of shareholders of the Corporation and shall be entitled to one vote per share of Class A Voting Common Stock then outstanding and of record in his, her or its name on the books of the Corporation. The holders of Class B Non-Voting Common Stock shall not be entitled to vote on any matters submitted to a vote of shareholders of the Corporation except as required under the Florida Business Corporation Act. In all other respects, the Class A Voting Common Stock and Class B Non-Voting Common Stock shall have equal rights with respect to all distributions and rights upon the liquidation of the Corporation.

The foregoing amendment was adopted by a Written Consent of all the Directors and Shareholders of the Corporation dated as of March 30, 2005. The number of shares cast by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of March 30, 2005.

HOPPER RADIO OF FLORIDA, INC.


Barry M. Smith, President