

F03000005958

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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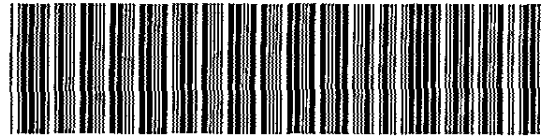
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 DEC -2 PM 2:48
DIVISION OF CORPORATION

FILED
03 DEC -2 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 338592 4319220
AUTHORIZATION : *Patricia Pizeto*
COST LIMIT : \$ 70.00

03 DEC -2 PM 3:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 26, 2003

ORDER TIME : 1:56 PM

ORDER NO. : 338592-020

CUSTOMER NO: 4319220

CUSTOMER: Lisa Solazzo, Paralegal
Viacom Inc.
51st Floor
1515 Broadway
New York, NY 10036

FOREIGN FILINGS

NAME: VIACOM RADIO SALES COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1114

EXAMINER: _____

**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. VIACOM RADIO SALES COMPANY

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-0368591

(FEI number, if applicable)

4. 11-06-2003

(Date of incorporation)

5. perpetual

(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. 1515 Broadway, New York, NY 10036

(Principal office address)

(Current mailing address)

8. pay roll company

(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

(City)

, Florida 32301

(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

Ann R. Shilling
(Registered agent's signature)

Ann R. Shilling, Asst. Vice President

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. _____

Jane R. Fuerst

(Signature of Director or Officer listed in number 12 of the application)

14. Jane R. Fuerst, VP & Assistant Secretary

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

Officer	Title	Residence Address	Business Address
Joel Hollander	President and Chief Operating Officer	1 Masar Road Boonton, NJ 07005	1515 Broadway NY, NY 10036
Michael D. Fricklas	Executive Vice President & Secretary	60 Riverside Drive NY, NY 10024	1515 Broadway NY, NY 10036
Robert G. Freedline	Vice President & Treasurer	200 Riverside Drive NY, NY 10069	1515 Broadway NY, NY 10036
Jane R. Fuerst	Vice President & Assistant Secretary	75-56 195 th Street Fresh Meadows, NY 11366	1515 Broadway NY, NY 10036

Directors	Residence Address	Business Address
Michael D. Fricklas	Same as above	Same as above
Robert G. Freedline	Same as above	Same as above
Susan C. Gordon	45 West 60 th Street NY, NY 10023,	1515 Broadway NY, NY 10036

Delaware

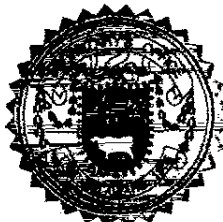
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIACOM RADIO SALES COMPANY" 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 FIRST DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VIACOM RADIO SALES COMPANY" WAS INCORPORATED ON THE SIXTH DAY OF NOVEMBER, A.D. 2003.

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

3724491 8300

AUTHENTICATION: 2778593

030766950

DATE: 12-01-03