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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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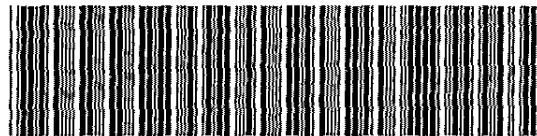
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2004 JUL 15 PM 1:37

CLERK OF COURTS
TALLAHASSEE, FLORIDA

J. BRYAN JUL 19 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cumulus Media, Inc.

(Name of corporation - must include suffix)

FILED
2004 JUL 15 PM 1:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael Bavely

(Name of Person)

Cumulus Media, Inc.

(Firm/Company)

3535 Piedmont Road, Building 14, Ste. 1400

(Address)

Atlanta, GA 30305

(City/State and Zip code)

For further information concerning this matter, please call:

Charles Warner

(Name of Person)

at (847) 328-4070

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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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DEPT. OF CORPORATIONS
TALLAHASSEE, FLORIDA

1. Cumulus Media, Inc.

(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. 36-4159663

(FEI number, if applicable)

4. 7-31-2002

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 1-1-04

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3535 Piedmont Road, Building 14, Ste. 1400, Atlanta, GA 30305

(Principal office address)

3535 Piedmont Road, Building 14, Ste. 1400, Atlanta, GA 30305

(Current mailing address)

8. Operate Radio Stations

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida Please see attached

(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.

James M. Halpin
(Registered agent's signature)

James M. Halpin
Assistant Secretary

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: Please see attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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 Director or Officer listed in number 12 of the application)

14. _____

MARTIN GAUSVIK, TREASURER

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

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DIV. OF CORP. REGISTRAR
TALLAHASSEE, FLORIDA

Cumulus Media, Inc.

Officers

Lewis W. Dickey, Jr.
President
3535 Piedmont Road
Building 14, Ste. 1400
Atlanta, GA 30305

Martin Gausvik
Treasurer
3535 Piedmont Road
Building 14, Ste. 1400
Atlanta, GA 30305

Richard Denning
Secretary
3535 Piedmont Road
Building 14, Ste. 1400
Atlanta, GA 30305

Ralph B. Everett
Director
9310 Ludgate Drive
Alexandria, VA 22309

Eric Robison
Director
1482 East Valley Drive, Ste. 216
Montecito, CA 93108

Robert Sheridan
Director
100 N. Tryon
Charlotte, NC 28528

Holcombe T. Green
Director
3655 Tuxedo Road NW
Atlanta, GA 30305

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Delaware

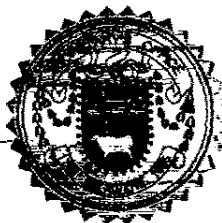
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CUMULUS MEDIA 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-SECOND DAY OF JUNE, A.D. 2004.

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

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3454420 8300

AUTHENTICATION: 3187878

040460252

DATE: 06-22-04