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please refile and
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Jennifer*

FOREIGN PROFIT QUALIFICATION

THP Capstar Acquisition Corp.

Certificate of Status	12
Certified Copy	0
Page Count	057
Estimated Charge	\$78.75

\$87.50

FILED
05 MAY 27 AM 8:32
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TALLAHASSEE, FLORIDA

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Florida Dept of State

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 31, 2005

CT CORPORATION

SUBJECT: THP CAPSTAR ACQUISITION CORP.
REF: W05000026868

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You submitted the Foreign Limited Liability Company cover sheet however the application is for a Foreign Corporation please resubmit with the proper forms.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist

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TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**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. THP Capstar Acquisition Corp.

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

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

2. Texas

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

3. 20-2796414

(FEI number, if applicable)

4. 04/24/2005

(Date of incorporation)

5. Perpetual

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

6. N/A

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

7. 600 Congress Ave., Suite 1400, Austin, TX 78701

(Principal office address)

same

(Current mailing address)

8. Marketing, selling and providing subscription music services.

(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 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.*

CT Corporation System

E. A. Wallace
Assistant Secretary

By: [Signature]

(Registered agent's signature)

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:

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CT CORPORATION

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A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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. John D. Collen, President

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

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TALLAHASSEE, FLORIDA

**OFFICERS AND DIRECTORS
OF
THP CAPSTAR ACQUISITION CORP.**

DIRECTORS

J. R. Holland, Jr.
1601 Elm Street, Suite 4000
Dallas, Texas 75201

John D. Cullen
600 Congress Avenue, Suite 1400
Austin, Texas 78701

Daniel S. Dross
1601 Elm Street, Suite 4000
Dallas, Texas 75201

R. Steven Hicks
600 Congress Avenue, Suite 1400
Austin, Texas 78701

Peter J. Stein
1601 Elm Street, Suite 4000
Dallas, Texas 75201

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TALLAHASSEE, FLORIDA

OFFICERS

R. Steven Hicks	Chairman and Chief Executive Officer	600 Congress Ave., Suite 1400 Austin, Texas 78701
Paul D. Stone	Chief Operating Officer Chief Financial Officer	600 Congress Ave., Suite 1400 Austin, Texas 78701
John D. Cullen	President	600 Congress Ave., Suite 1400 Austin, Texas 78701
Daniel S. Dross	Vice President	1601 Elm Street, Suite 4000 Dallas, Texas 75201
Peter J. Stein	Vice President and Secretary	1601 Elm Street, Suite 4000 Dallas, Texas 75201

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



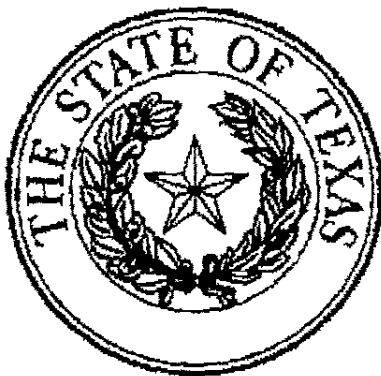
Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for THP Capstar Acquisition Corp. (filing number: 800484561), a Domestic Business Corporation, was filed in this office on April 25, 2005.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 18, 2005.



A handwritten signature in cursive script that reads "Roger Williams".

Roger Williams
Secretary of State