



wbs america, llc

9250 east costilla avenue, suite 325, englewood co 80112 phone 303.649.1195 fax 303.649.1196

F94000001893

March 12, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Wireless Broadcasting Systems of Ft. Pierce, Inc.
Wireless Broadcasting Systems of Melbourne, Inc.
Wireless Broadcasting Systems of West Palm, Inc.

Dear Clerk:

Transmitted herewith are an original and one copy of the **Statement of Change of Registered Office or Registered Agent or Both For Corporations** for the above-referenced entities, along with a check in the amount of \$105.00 as filing fees for these documents. Please return file-stamped copies in the envelope provided.

Sincerely,

Laura Lasco
Associate General Counsel

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-03/18/99--01040--002
****105.00 *****35.00

ROA Gage
3-22-99
MLB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Wireless Broadcasting Systems of West Palm, Inc.

2. The mailing address of the corporation is: 9250 E. Costilla avenue, Suite 325, Englewood, CO 80112

3. Date of incorporation/qualification: 4/13/94 Document number: F94000001893

4. The name and address of the current registered agent and office: CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
Wireless Broadcasting Systems of Melbourne, Inc
4450 W. Eau Gallie Blvd., Suite 180
Melbourne, FL 32934

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Jennifer Richter
(Signature of an officer, chairman or vice chairman of the board)

3/11/99
(Date)

Jennifer L. Richter, Vice President & General Counsel
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Jennifer Richter
(Signature of Registered Agent)

3/11/99
(Date)

If signing on behalf of an entity:
Wireless Broadcasting Systems of Melbourne Vice President & General Counsel
(Typed or Printed Name) (Capacity)

***** FILING FEE: \$35.00 *****