

F9500002753

CSC networks
PRESTICE HALL
LEGAL & FINANCIAL SERVICES

RECEIVED
95 JUN -6 AM 9:13
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 609723 3699A
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 78.75

ORDER DATE : June 5, 1995

ORDER TIME : 9:57 AM

ORDER NO. : 609723

CUSTOMER NO: 3699A

600001505886

CUSTOMER: Julianne M. Ellis, Legal Asst
Sullivan & Worcester
One Post Office Square

Boston, MA 02109

W95-11476

FOREIGN FILINGS

NAME: AMERICAN RADIO SYSTEMS, INC.

☒ PROFIT
☐ NON-PROFIT

☒ CORPORATE
☐ LIMITED PARTNERSHIP

☒ QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN -7 PM 3:40

FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 6, 1995

CSC NETWORKS

SUBJECT: AMERICAN RADIO SYSTEMS OPERATING CORP. (MA)
Ref. Number: W95000011476

We have received your document for AMERICAN RADIO SYSTEMS OPERATING CORP. (MA) and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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 (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 595A00027776

CLERK'S CERTIFICATE

I, Michael B. Milsom, Clerk of American Radio Systems, Inc., a corporation duly organized under the laws of The Commonwealth of Massachusetts, do hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on June 1, 1995:

VOTED: That, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the fictitious name "American Radio Systems Operating Corp. (MA)" for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act, and Section 865.09, Florida Statutes, and

FURTHER

VOTED: That the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said fictitious name in the transaction of business in the State of Florida.

Michael B. Milsom

Michael B. Milsom, Clerk

F:\JUE\ARS11\FL.RES:06/01/95

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95 JUN -7 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STAT.
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO
STATE OF FLORIDA:**

**WING IS
ESS IN THE**

1. American Radio Systems, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Massachusetts

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

3. Applied for

(FEI number, if applicable)

4. April 25, 1995

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 116 Huntington Avenue

Boston, MA 02116

(Current mailing address)

To engage in the acquisition, operation and development of radio

8. broadcasting station facilities and activities associated therewith.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: Corporation Service Company

1201 Hays Street, Suite 105

Office Address:

Tallahassee

, 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

By: Paul Shelby

(Registered agent's signature)

Paul Shelby - as Agent

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.

FILED
95 JUN - 7
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Also see addendum

Chairman: Steven B. Dodge
Address: 116 Huntington Avenue
Boston, MA 02116

Vice Chairman: _____
Address: _____

Director: Thomas H. Stoner
Address: 116 Huntington Avenue
Boston, MA 02116

Director: Arnold L. Chavkin
Address: c/o Chemical Equity Associates
270 Park Avenue, New York, NY 10017

B. OFFICERS

Also see addendum

President: Steven B. Dodge
Address: 116 Huntington Avenue
Boston, MA 02116

Vice President: Michael B. Milsom
Address: 116 Huntington Avenue
Boston, MA 02116

Secretary: Michael B. Milsom
Address: 116 Huntington Avenue
Boston, MA 02116

Treasurer: Joseph L. Winn
Address: 116 Huntington Avenue
Boston, MA 02116

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Michael B. Milsom, Vice President

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Michael B. Milsom, Vice President

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

AMERICAN RADIO SYSTEMS, INC. (M.)

12. Addendum

Address: 116 Huntington Avenue
Boston, MA 02116

Vice President: Ralph Christian
Jennifer A. McCann
Suzanne McDonald

Deborah Parenti
Robert J. Morgan
John Maguire
Gregory Strassell
J. Bradford Murray
Lee Strasser
Ross Elder

Assistant Treasurer: Justin D. Benincasa

Assistant Secretary: Norman A. Bikales
Roger F. Assad

F:\RFA\ARS13\ADDENDM.:6/1/95

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95 JUN - 7 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

June 1, 1995

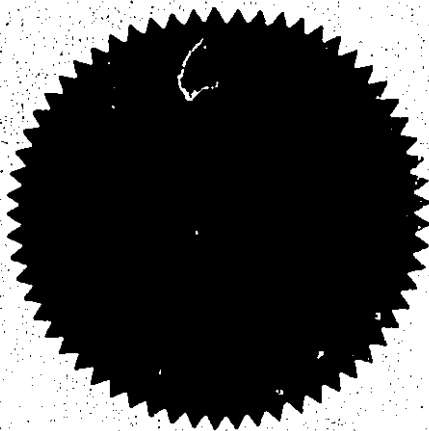
To Whom It May Concern :

I hereby certify that,

American Radio Systems, Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on April 25, 1995.

I also certify that so far as appears of record here, said corporation still has legal existence.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

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95 JUN - 7 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEM

F9500002753

100 HAYS STREET
TAMPA, FL 33601
904-222-0393 FAX



ACCOUNT NO. : 072100000032
REFERENCE : 831152 4305026
AUTHORIZATION : Patucia T...
COST LIMIT : \$ 35.00

700001708607

ORDER DATE : February 2, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 831152

CUSTOMER NO: 4305026

CUSTOMER: Julianne M. Ellis, Legal Asst
Sullivan & Worcester
One Post Office Square

Boston, MA 02109

FILED
96 FEB -6 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: AMERICAN RADIO SYSTEMS, INC.
DOING BUSINESS AS AMERICAN
RADIO SYSTEMS OPERATING CORP.

XXX ☐ PROFIT
☐ NON-PROFIT

XX ☐ CORPORATE
☐ LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
XXX ☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Snelly R. Dabney

RECEIVED
96 FEB -6 PM 1:16
DIVISION OF CORPORATION
WITHDRAW
PFE
2/6

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS IN FLORIDA**

American Radio Systems, Inc. doing business in Florida as
American Radio Systems Operating Corp.

(Name of Corporation)

Massachusetts

(Incorporated Under Laws Of)

This corporation is no longer transacting business within the State of Florida and hereby voluntarily surrenders its authority to transact business in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

American Radio Systems Corporation

(Mailing Address)

116 Huntington Avenue, Boston, MA 02116

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Michael B. Wilson, VP

Signature
Name and Title

January 31, 1996

Date

98
FILED
FEB - 8 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA