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Secretary of State

05-17-1999 90026 010 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000004577

1. Corporation Name
CHANCELLOR MEDIA CORPORATION OF LOS ANGELES

Principal Place of Business 300 CRESCENT COURT SUITE 600 DALLAS TX 75201 US	Mailing Address 300 CRESCENT COURT SUITE 600 DALLAS TX 75201 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 <i>1845 Woodall Rodger Fwy</i>	2a. Mailing Address 26 <i>1845 Woodall Rodger Fwy</i>
Suite, Apt. #, etc. 22 <i>Suite 1300</i>	Suite, Apt. #, etc. 27 <i>Suite 1300</i>
City & State 23 <i>Dallas, Tx</i>	City & State 28 <i>Dallas, Tx</i>
Zip 24 <i>75201</i> 25	Zip 29 <i>75201</i> 30

3. Date Incorporated or Qualified 08/29/1997	4. FEI Number 75-2451687	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCEO	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HICKS, THOMAS	1.2 NAME	
STREET ADDRESS	433 E LAS COLINAS BLVD STE 1130	1.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX 75039	1.4 CITY-ST-ZIP	
TITLE	VTAS	2.1 TITLE	<input checked="" type="checkbox"/> Addition
NAME	DEVINE, MATTHEW E	2.2 NAME	
STREET ADDRESS	433 E. LAS COLINAS BLVD #1130	2.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX 75039	2.4 CITY-ST-ZIP	
TITLE	CFO	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DEVINE, MATTHEW E	3.2 NAME	
STREET ADDRESS	433 E. LAS COLINAS BLVD #1130	3.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX 75039	3.4 CITY-ST-ZIP	
TITLE	COO	4.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DECASTRO, JAMES	4.2 NAME	
STREET ADDRESS	433 E. LAS COLINAS BLVD #1130	4.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX 75039	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHOUCAIR, OMAR	5.2 NAME	
STREET ADDRESS	433 E. LAS COLINAS BLVD #1130	5.3 STREET ADDRESS	
CITY-ST-ZIP	IRVING TX 75039	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

Please See attached List

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *C. S. Hicks* 5/17/99 214-999-6235
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

553393-90026-10
F9700000457

**SCHEDULE A
TO
ANNUAL REPORT
FOR
CHANCELLOR MEDIA CORPORATION OF LOS ANGELES**

OFFICERS:

Thomas O. Hicks Chairman of the Board and CEO	200 Crescent Court, Suite 1600 Dallas, TX 75201
James E. de Castro Vice Chairman; President and CEO of Chancellor Radio and Outdoor Group	875 N. Michigan Avenue, Suite 3522 Chicago, IL 60611
R. Steven Hicks Vice Chairman; President and CEO of Chancellor Media Services Group	600 Congress Avenue, Suite 1400 Austin, TX 78701
James A. McLaughlin President – Chancellor Outdoor Group	8403 South Park Circle, Suite 650 A Orlando, FL 32819
D. Geoffrey Armstrong Executive Vice President and Chief Financial Officer	600 Congress Avenue, Suite 1400 Austin, TX 78701
Kenneth J. O’Keefe Executive Vice President and COO of Chancellor Radio Group	99 Revere Beach Parkway Medford, MA 02155
William S. Banowsky, Jr. Executive Vice President, Secretary, and General Counsel	600 Congress Avenue, Suite 1400 Austin, TX 78701
Deborah R. Jacobson Senior Vice President – Investor Relations	1845 Woodall Rodgers, Suite 1300 Dallas, TX 75201
David Kantor Senior Vice President – AMFM Radio Network	12655 N. Central Expwy., Suite 800 Dallas, TX 75252
Steve Rivers Chief Programming Officer	14250 SE 83 rd Street New Castle, WA 98059
Omar Choucair Vice President – Finance and Assistant Secretary	1845 Woodall Rodgers, Suite 1300 Dallas, TX 75201

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**SCHEDULE B
TO
ANNUAL REPORT
FOR
CHANCELLOR MEDIA CORPORATION OF LOS ANGELES**

DIRECTORS:

Thomas O. Hicks	200 Crescent Court, Suite 1600 Dallas, TX 75201
Perry J. Lewis	2 Greenwich Plaza Greenwich, CT 06830
James E. de Castro	875 N. Michigan Avenue, Suite 3522 Chicago, IL 60611
Jeffrey A. Marcus	300 Crescent Court, Suite 600 Dallas, TX 75201
Thomas J. Hodson	774 Mays Blvd., #10-144 Incline Village, NV 89451
J. Otis Winters	5956 Sherry Lane, Suite 2001 Dallas, TX 75225
Michael Levitt	1325 Avenue of the Americas 25 th Floor New York, NY 10019
Vernon E. Jordan, Jr.	1333 New Hampshire Avenue, NW Suite 400 Washington, D.C. 20036
Steven Dinetz	1034 Skyland Road Zephyr Cove, NV 89448
Lawrence D. Stuart, Jr.	200 Crescent Court, Suite 1600 Dallas, TX 75201
John H. Massey	1700 Pacific Avenue, Suite 500 Dallas, TX 75201
R. Steven Hicks	600 Congress Avenue, Suite 1400 Austin, TX 78701

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Andrea Hulcy
Vice President, Controller
and Assistant Secretary
1845 Woodall Rodgers, Suite 1300
Dallas, TX 75201

David Lebow
Vice President – Research and
Development
735 Post Road West
Westport, CT 06880

Steven Streit
Vice President – Adult
Contemporary Programs
330 N. Brand Blvd., Suite 800
Glendale, CA 91203

John Madison
Regional Vice President – Operations
99 Revere Beach Parkway
Medford, MA 02155

George Toulas
Regional Vice President – Operations
625 Eden Park Drive, Suite 1050
Cincinnati, OH 45202

John Fullam
Regional Vice President – Operations
1515 Broadway, 40th Floor
New York, NY 10036

Charles Warfield
Regional Vice President – Operations
23 W. City Line Ave.
Bala Cynwyd, PA 19004