

Document Number Only

F98000005316

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

8000002646338 2

-09/22/98--01071--014

Chancellor Media Whiteco Outdoor Corporation *****8.75 *****8.75

8000002646228 2

-09/22/98--01071--013

*****70.00 *****70.00

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Name Registration
- Fictitious Name
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of F
- UCC
- PCUS
- After 4:00
- Pick Up

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

SEP 22 1998

Thanks,
Jeff

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DIVISION OF CORPORATION

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. Chancellor Media Whiteco Outdoor Corporation
(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. Delaware 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/3/98 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. not yet transacted business upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 300 Crescent Court, Suite 600, Dallas, TX 75201
(Current mailing address)

8. advertising
(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

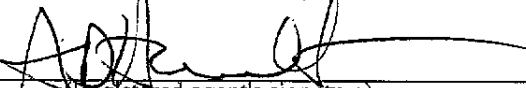
Name: CT Corporation System

Office Address: 1200 Pine Island Road

Plantation, 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.


(Registered agent's signature)
Alexandria Hamilton, Special Ass't. Secy.

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.

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TALLAHASSEE FLORIDA

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: (See Attachment A) _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: (See Attachment A) _____

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

14. Omar Chouair, Vice President _____
(Typed or printed name and capacity of person signing application)

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ATTACHMENT A

Officers

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Jeffrey A. Marcus	President	300 Crescent Court, Suite 600, Dallas, TX 75201
Matthew E. Devine	Vice President, Treasurer and Secretary	300 Crescent Court, Suite 600, Dallas, TX 75201
James E. de Castro	Vice President	300 Crescent Court, Suite 600, Dallas, TX 75201
Omar Choucair	Vice President and Assistant Secretary	300 Crescent Court, Suite 600, Dallas, TX 75201
Andrea Hulcy	Vice President and Assistant Secretary	300 Crescent Court, Suite 600, Dallas, TX 75201
Kenneth J. O'Keefe	Vice President	300 Crescent Court, Suite 600, Dallas, TX 75201
Eric C. Neuman	Vice President	300 Crescent Court, Suite 600, Dallas, TX 75201

Directors

Matthew E. Devine	300 Crescent Court, Suite 600, Dallas, TX 75201
Jeffrey A. Marcus	300 Crescent Court, Suite 600, Dallas, TX 75201
Eric C. Neuman	300 Crescent Court, Suite 600, Dallas, TX 75201

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHANCELLOR MEDIA WHITECO OUTDOOR CORPORATION" 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 FOURTH DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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981346836

AUTHENTICATION:

9288515

DATE:

09-04-98