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FILED
May 17, 1999 8:00 am
Secretary of State

05-17-1999 90026 008 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F98000005316

1. Corporation Name
CHANCELLOR MEDIA WHITECO OUTDOOR CORPORATION



Principal Place of Business Mailing Address
300 CRESCENT COURT SUITE 600 DALLAS TX 75201

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
 21 *1845 Woodall Rodgers Fwy* 26 *1845 Woodall Rodgers Fwy*
 Suite, Apt. #, etc. Suite, Apt. #, etc.
 22 *Suite 1300* 27 *Suite 1300*
 City & State City & State
 23 *Dallas, Tx* 28 *Dallas Tx*
 Zip Country Zip Country
 24 *75201* 25 *USA* 29 *75201* 30 *USA*

3. Date Incorporated or Qualified
09/22/1998
 4. FEI Number **APPLIED FOR 75-2783296** Applied For Not Applicable
 5. Certificate of Status Desired \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax. Yes 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
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	MARCUS, JEFFREY A	
STREET ADDRESS	300 CRESCENT COURT, SUITE 600	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	ETSD	<input checked="" type="checkbox"/> DELETE
NAME	DEVINE, MATTHEW E	
STREET ADDRESS	300 CRESCENT COURT, SUITE 600	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	V	<input type="checkbox"/> DELETE
NAME	DE CASTRO, JAMES E	
STREET ADDRESS	300 CRESCENT COURT, SUITE 600	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	VAS	<input type="checkbox"/> DELETE
NAME	CHOUCAIR, OMAR	
STREET ADDRESS	300 CRESCENT COURT, SUITE 600	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	VAS	<input type="checkbox"/> DELETE
NAME	HULCY, ANDREA	
STREET ADDRESS	300 CRESCENT COURT, SUITE 600	
CITY-ST-ZIP	DALLAS TX 75201	
TITLE	V	<input type="checkbox"/> DELETE
NAME	O'KEEFE, KENNETH J	
STREET ADDRESS	300 CRESCENT COURT, SUITE 600	
CITY-ST-ZIP	DALLAS TX 75201	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: *Ann Chude Venter* 5/17/99 214-999-6735

CR2E034 (1/98)

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**SCHEDULE A
TO
FOREIGN CORPORATION ANNUAL REPORT
FOR
CHANCELLOR MEDIA WHITECO OUTDOOR CORPORATION**

DIRECTORS:

James E. de Castro	875 N. Michigan Avenue, Suite 3522 Chicago, IL 60611
R. Steven Hicks	600 Congress Avenue, Suite 1400 Austin, TX 78701
D. Geoffrey Armstrong	600 Congress Avenue, Suite 1400 Austin, TX 78701
Kenneth J. O'Keefe	99 Revere Beach Parkway Medford, MA 02155
William S. Banowsky, Jr.	600 Congress Avenue, Suite 1400 Austin, TX 78701

OFFICERS:

James E. de Castro President and Chief Executive Officer	875 N. Michigan Avenue, Suite 3522 Chicago, IL 60611
R. Steven Hicks Executive Vice President	600 Congress Avenue, Suite 1400 Austin, TX 78701
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	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
Omar Choucair Vice President and Assistant Secretary	1845 Woodall Rodgers, Suite 1300 Dallas, TX 75201
Andrea Hulcy Vice President and Assistant Secretary	1845 Woodall Rodgers, Suite 1300 Dallas, TX 75201

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James E. Burtson Vice President and Assistant Secretary	1845 Woodall Rodgers, Suite 1300 Dallas, TX 75201
Tammy Jackson Vice President	1845 Woodall Rodgers, Suite 1300 Dallas, TX 75201
Ann Vande Vanter Vice President	1845 Woodall Rodgers, Suite 1300 Dallas, TX 75201
Gina Crist Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Dennis Sonntag Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Bill Ripp Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Chris Stephens Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Jerry Driggers Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Jay Trent Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Pat Hazel Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Brian Phillipson Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Carlene Collins Assistant Secretary	8403 South Park Circle, Suite 650 A Orlando, FL 32819