



F98000006121

ACCOUNT NO. : 072100000032

REFERENCE : 020651 4309406

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pigato

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -4 PM 12:50

ORDER DATE : November 4, 1998

ORDER TIME : 10:09 AM

ORDER NO. : 020651-010

CUSTOMER NO: 4309406

CUSTOMER: Peter J. Kelly, Esq
Shackleford Farrior Stallings
P. O. Box 3324

Tampa, FL 33601

700002680037--8

FOREIGN FILINGS

NAME: WAITT BROADCASTING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

RECEIVED
98 NOV -4 AM 11:29
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Waitt Broadcasting, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ms. Jacquie Nanfite
(Name of Person)
Gold Circle Entertainment
(Firm/Company)
13906 Gold Circle, Suite 201
(Address)
Omaha, NE 68144
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -4 PM 12:50

Should you need to call someone concerning this matter, please call:

David A. Weill at (402) 346-6000
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**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. Waitt Broadcasting, 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. South Dakota 3. 46-0448184
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 10, 1998 5. Perpetual
(Date of Incorporation) (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 817.155, F.S.)
7. Post Office Box 980
Dakota Dunes, SD 57049
(Current mailing address)
8. Promotion and distribution of entertainment products specifically including recorded music
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET
Tallahassee, Florida, 32301
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV - 4 PM 12:50

10. Registered agent's acceptance:

Having been named as a 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.

Laura R. King
(Registered agent's signature)

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 or corporate records in the jurisdiction under the law of which it is incorporated.

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: Norman W. Waitt, Jr.

Address: 13906 Gold Circle, Suite 201

Omaha, NE 68144

Vice Chairman: Steven W. Seline

Address: 13906 Gold Circle, Suite 201

Omaha, NE 68144

Director: Michael J. Delich

Address: 13906 Gold Circle, Suite 201

Omaha, NE 68144

Director: _____

Address: _____

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

President: Michael J. Delich

Address: 13906 Gold Circle, Suite 201

Omaha, NE 68144

Vice Chairman: Steven W. Seline

Address: 13906 Gold Circle, Suite 201

Omaha, NE 68144

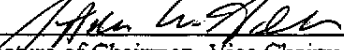
Secretary: _____

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. Steven W. Seline Vice-Chairman
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -4 PM 12:50

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

98 NOV -4 PM12:50
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF GOOD STANDING DOMESTIC CORPORATION

I, Joyce Hazeltine, Secretary of State of the State of South Dakota, do hereby certify that WAITT BROADCASTING, INC. was duly incorporated under the laws of this state on April 10, 1998.

I, further certify that said corporation has complied with the laws of this State relative to the formation of corporations of its kind and is now a regularly and properly organized and existing corporation under the laws of this State and is in good standing, as shown by the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this October 22, 1998.

Joyce Hazeltine

JOYCE HAZELTINE
Secretary of State