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ACCOUNT NO. : 072100000032
REFERENCE : 074145 7158392
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$ 70.00

ORDER DATE : December 21, 1998
ORDER TIME : 12:50 PM
ORDER NO. : 074145-005 200002719902--3
CUSTOMER NO: 7158392
CUSTOMER: Ms. D. Goldman-levi
Triathlon Broadcasting Company
650 Madison Avenue
16th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: TRIATHLON BROADCASTING COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

98 DEC 22 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
98 DEC 22 PM 3:25
FILED
12/22

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. TRIATHLON BROADCASTING COMPANY
(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 (State or country under the law of which it is incorporated) 3. 33-0668235 (FEI number, if applicable)

4. 6/29/95 (Date of Incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 12/16/98 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 750 B Street, Suite 1920
San Diego, Ca. 92101
(Current mailing address)

8. Radio ownership
(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: Corporation Service Company
Office Address: 1201 Hays Street
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.

By: Corporation Service Company
[Signature]
(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 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: _____

Address: _____

Vice Chairman: *Please see*

Address: _____

Director: *Attached*

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

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

President: _____

Address: _____

Vice President: *Please see*

Address: _____

Secretary: *Attached*

Address: _____

Treasurer: _____

Address: _____

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

13. *[Signature]*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. *NORMAN FEUER Pres/CEO*
(Typed or printed name and capacity of person signing application)

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)

- 1. Chairman: John D. Miller 5. Dennis Ciapura
 Address: c/o 750 B Street, Suite 1920 c/o 750 B St., Suite 1920
San Diego, Ca 92101 San Diego, Ca. 92101
- 2. ~~Vice Chairman:~~ Frank E. Barnes III
 Address: c/o 750 B Street, Suite 1920
San Diego, Ca 92101
- 3. Director: Norman Feuer
 Address: c/o 750 B Street, Suite 1920
San Diego, Ca 92101
- 4. Director: Jeffrey Leiderman
 Address: c/o 750 B Street, Suite 1920
San Diego, Ca 92101

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

- President: Norman Feuer
 Address: 750 B Street, Suite 1920
San Diego, Ca. 92101
- Vice President: _____
 Address: _____
- Secretary: Kraig G. Fox
 Address: c/o 650 Madison Avenue, 16th Floor
New York, NY 10022
- ~~Treasurer:~~ CFO William Thompson
 Address: 750 B Street, Suite 1920
San Diego, Ca. 92101

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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.)

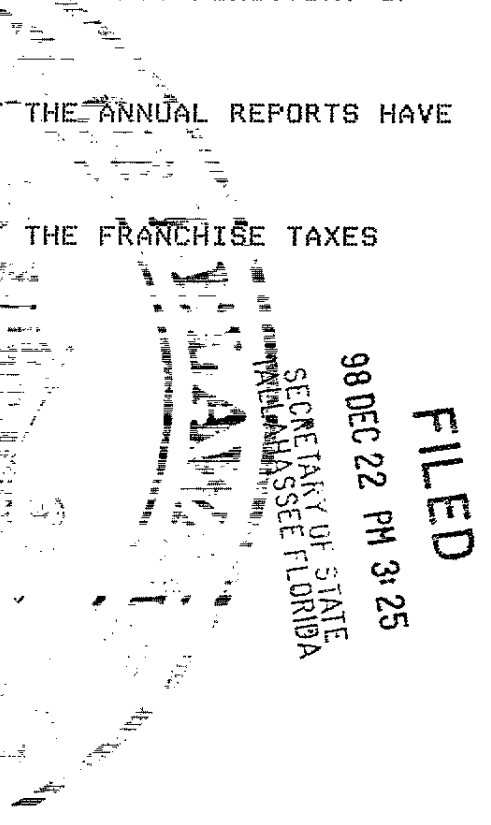
14. _____
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRIATHLON BROADCASTING COMPANY" 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 TWENTY-FIRST DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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98 DEC 22 PM 3:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9477427
DATE: 12-21-98