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# F99000006309

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
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Attn: Jeff Netherton

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-12/07/99--01079--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

Interep National Radio Sales, Inc.

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Reinstatement          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of RA       |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Fictitious Name     | <input type="checkbox"/> UCC                    |   |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input checked="" type="checkbox"/> CUS     |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

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DIVISION OF CORPORATIONS

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Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

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12/7/99

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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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. Interep National Radio Sales, 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. New York

(State or country under the law of which it is incorporated)

3. 13-1865151

(FEI number, if applicable)

4. March 31, 1958

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. December 7, 1999

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 100 Park Avenue, New York, New York 10017

(Current mailing address)

8. Marketing of radio services.

(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: C T Corporation System

Office Address: 1200 S. Pine Island Rd.

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.

Connie Bryan  
(Registered agent's signature)

Connie Bryan, Special Asst. 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.

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

STATE OF CONNECTICUT  
DIVISION OF CORPORATIONS  
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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: Ralph C. Guild

Address: 100 Park Avenue, New York, NY 10017

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Leslie Goldberg

Address: 100 Park Avenue, New York, NY 10017

Director: Marc G. Guild

Address: 100 Park Avenue, New York, NY 10017

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

President: Ralph C. Guild

Address: 100 Park Avenue, New York, NY 10017

Vice President: William J. McEntee, Jr.

Address: 100 Park Avenue, New York, NY 10017

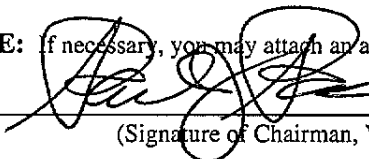
Secretary: Paul Parzuchowski

Address: 100 Park Avenue, New York, NY 10017

Treasurer: William J. McEntee, Jr.

Address: 100 Park Avenue, New York, NY 10017

**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. Paul Parzuchowski, Secretary \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

**State of New York } ss:  
Department of State**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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I hereby certify, that the certificate of incorporation of INTEREP NATIONAL RADIO SALES, INC. was filed on 03/31/1958, under the name of MC GAVREN-QUINN CORPORATION, fixing the duration as perpetual, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment MC GAVREN-QUINN CORPORATION, changing name to DAREN F. MCGAVREN COMPANY, INC., was filed 05/22/1959.

A Certificate of Amendment DAREN F. MCGAVREN COMPANY, INC., changing name to MCGAVREN-GUILD COMPANY, INC., was filed 11/05/1962.

A Certificate of Amendment MCGAVREN-GUILD COMPANY, INC., changing name to MCGAVREN-GUILD-PGW RADIO, INC., was filed 09/28/1967.

A Certificate of Amendment MCGAVREN-GUILD-PGW RADIO, INC., changing name to MCGAVREN GUILD, INC., was filed 01/31/1979.

A Certificate of Amendment MCGAVREN GUILD, INC., changing name to INTEREP NATIONAL RADIO SALES, INC., was filed 03/09/1983.

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Witness my hand and the official seal of the Department of State at the City of Albany, this 06th day of December one thousand nine hundred and ninety-nine.

Special Deputy Secretary of State