

BRUCE A. HAUGHT
ATTORNEY AT LAW

305 MAIN STREET
P.O. BOX 5017
DESTIN, FL 32040

L95000000065

TEL (904) 837-7021
FAX (904) 837-8121
Also Admitted in Alabama

January 13, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

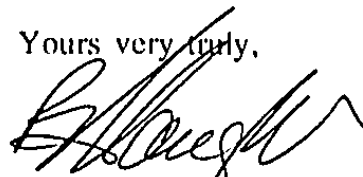
RECEIVED
JAN 13 1995
TALLAHASSEE, FLORIDA

Re: Emerald Coast Radio Network, L.C.

Enclosed please find an original and one (1) copy of the articles of organization, including registered agent certificate, for the above limited liability company and a check in the amount of \$285.00.

Please return a filed-marked copy to the undersigned.

Yours very truly,


Bruce A. Haught

enclosures as stated

FILED
JAN 19 AM 9:57
TALLAHASSEE, FLORIDA

BROWN JAN 24 1995

FILED
20 JUN 19 4 38 PM '58
TAMPA, FLA.

**ARTICLES OF ORGANIZATION
OF
EMERALD COAST RADIO NETWORK, L.C.**

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

**ARTICLE I
NAME**

The name of this limited liability company shall be Emerald Coast Radio Network, L.C.

**ARTICLE II
DURATION**

This limited liability company shall exist no longer than fifty (50) years from the date of filing with the Department of State.

**ARTICLE III
PURPOSE AND POWERS**

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the limited liability company is at 1008 Airport Rd., Suite F, Destin, FL 32541. The mailing address of the limited liability company is P.O. Box 817, Destin, FL 32540.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited liability company is 305 Main St., Destin, FL 32541 and the name of the initial

registered agent at that address is Bruce A. Haught

ARTICLE VI **CAPITAL**

The capital of the limited liability company shall exist in \$20,000.00 in cash and \$160,000.00 of accounts receivable. The total contribution (cash plus accounts receivable) to the limited liability company is \$180,000.00.

ARTICLE VII **MANAGEMENT**

The management will consist of four (4) managers. Each member shall elect Two (2) managers who shall be elected. The names and addresses of the initial managers of the limited liability company are as follows:

Timothy D. Fulmer
4490 Ocean View Dr.
Destin, FL 32541

Thomas C. Birch
355 Pinewater Dr. North
Margate, FL 33063

James R. Anderson
303 Southlake Ct.
Niceville, FL 32578

Ray Quinn
723 Lori Dawn
San Antonio, TX 78258

Management shall be by all persons above named.

ARTICLE VIII **QUORUM**

A quorum of the managers consists of One Hundred Percent (100%) of the total number of managers.

ARTICLE IX **MANAGEMENT ACTION**

A majority of the Managers of the Company entitled to vote, represented in person or by proxy, will constitute a quorum at a meeting of the Managers. Approval of Seventy Five percent (75%) of all managers is required to approve or amend the company's operating budget.

ARTICLE X
COMPENSATION OF MANAGERS

Compensation of management will be determined by unanimous vote of the managers.

ARTICLE XI
MANAGEMENT MEETINGS

No action by management can be taken without a meeting of the managers. All regularly scheduled management meetings must be proceeded by at least two days notice of meeting, setting forth the date, time, place and purpose of the meeting.

ARTICLE XII
SPECIAL MEETINGS

All special meetings of the managers must be proceeded by at least two days notice of meeting, setting forth the date, time, place and purpose of the meeting.

ARTICLE XIII
INITIAL MEMBERS

The names and addresses of the members of this limited liability company are as follows:

Emerald Coast Radio Corporation
1008 Airport Rd., Suite F
P.O. Box 817
Destin, FL 32541

Emerald Coast Communications, Inc.
1234 Airport Rd., Suite 108
Destin, FL 32540

ARTICLE XIV

ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at that time.

ARTICLE XV **MEMBERSHIP MEETINGS**

All notices of annual membership meetings must include a detailed description of the purpose or purposes for which the meeting is called.

ARTICLE XVI **DISPOSAL OF ASSETS**

The sale, lease, exchange or other disposal of all, or substantially all, of the company's property, with or without good will, other than in the usual and regular course of business, must be approved by unanimous vote of the members.

ARTICLE XVII **DISSOLUTION**

Upon the death, retirement, resignation, expulsion or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

ARTICLE XVIII **TRANSFER OF INTEREST**

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

ARTICLE XIX **REDEMPTION OF INTEREST**

Should any member decide to resign from the company, and desires to sell his or her entire interest in the company, that member shall first offer the interest to the remaining members of the company. If the company does not acquire his or her interest, that interest may be transferred to a third party, pursuant to the terms of Article XI.

ARTICLE XX
AMENDMENT OF OPERATING AGREEMENT

The power to amend the Operating Agreement is reserved exclusively to the unanimous vote of the members.

ARTICLE XXI
COMMITTEES

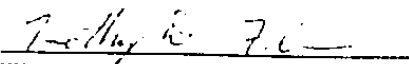
Management is not authorized to create committees to assist in the management of business and affairs of the company.

ARTICLE XXII

ARTICLE XXIII
AMENDMENT OF ARTICLES OF ORGANIZATION

The power to amend the Articles of Organization is reserved exclusively to the unanimous vote of the members.

IN WITNESS WHEREOF, the undersigned, being the members hereinbefore named, have hereunto set their hands and seals on this the 11 day of January, 1995, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.


Timothy D. Fulmer, President
Emerald Coast Radio Corporation
Organizing Member

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 11 day of January, 1995, and who personally appeared Timothy D. Fulmer, President of Emerald Coast Radio Corporation, on behalf of said Corporation, who is personally known or who has produced a valid driver's license as identification and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 11 day of January, 1995.

Drugg A. Haught

NOTARY PUBLIC

My commission expires:



DRUGG A HAUGHT
My Commission GC056138
Expires Mar. 13, 1998
Bonded by HAI
800-422-1555

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF OKALOOSA

I, the undersigned member of Emerald Coast Radio Network, L.C., after being duly sworn, do depose and state the following:

1. There are at least two (2) members of Emerald Coast Radio Network, L.C.
2. Capital contribution to Emerald Coast Radio Network, L.C. is accounts receivable with a cash value of ~~\$1600,000.00~~ and cash with a value of ~~\$20,000.00~~. *\$160,000.00 TDF*
3. There is no contribution of property other than that listed in paragraph 2 above.
4. The future capital anticipated to be contributed is unknown.

Timothy D. Fulmer
Timothy D. Fulmer, President
Emerald Coast Radio Corporation
Member of Emerald Coast Radio
Network, L.C.

Sworn to and ascribed before me on
January 13, 1995.

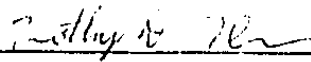
Bruce A. Haught
Notary Public
My commission expires: _____



BRUCE A HAUGHT
My Commission CC355138
Expires Mar. 13, 1998
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

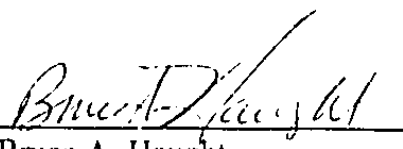
Pursuant to Section 608.415, Florida Statutes, the following is submitted:
Emerald Coast Radio Network, L.C., desiring to organize under the laws of the
State of Florida with its principal place of business at 1008 Airport Rd., Suite F,
Destin, FL 32541, has named Bruce A. Haught as its agent to accept service of
process within the State of Florida and whose address is 305 Main St., Destin,
FL 32541



Timothy D. Fulmer, President
Emerald Coast Radio Corporation
Organizing Member

Having been named to accept service of process for the above named
limited liability company, at the place designated in this certificate, I hereby
agree to act in this capacity, and I further agree to comply with the provisions
of all Florida Statutes relative to the proper and complete performance of my
duties.

Dated this the 11 day of January, 1995.



Bruce A. Haught
Registered Agent