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PAT GRIFFITH O'CONNELL  
E. CLINT SHAWLEY  
GERALD C. WESTER  
(NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:  
J. ANDREW KELLER, III, C.P.A.

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-04/11/96--01016--002  
\*\*\*\*337.50 \*\*\*\*337.50

900001775929  
-04/11/96--01016--002  
\*\*\*\*337.50 \*\*\*\*122.50

Via Hand Delivery

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Tally Radio, L.C.  
Formation of Limited Liability Company

Dear Division of Corporations:

Enclosed for filing please find an original and two copies of the Articles of Organization, Affidavit of Membership and Contributions, and a Certificate of Designation of Registered Agent/Registered Office for Tally Radio, L.C.

Please file these Articles, Affidavit, and Certificate of Designation, certify one copy, and stamp the other copies "Filed."

I have enclosed a check in the amount of \$337.50 for the filing and certification fees. Our messenger will pick up the certified and stamped copies after 11:00 a.m. on Thursday, April 4, 1996.

FILED  
96 APR -3 PM 9 05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PPC  
43-94

KATZ, KUTTER, HAIGLER, ALDERMAN, MARKS, BRYANT & YON, P. A.

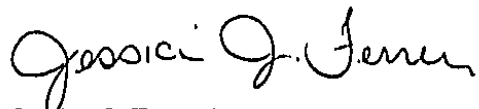
Division of Corporations

April 2, 1996

Page 2

Please call me if you have any questions or require additional information. Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in cursive script, reading "Jessica J. Ferreri".

Jessica J. Ferreri

Assistant to Mark E. Kaplan

Enclosures

**ARTICLES OF ORGANIZATION  
OF  
TALLY RADIO, L.C.**

FILED  
96 APR -3 AM 9 08

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

**Article 1 — Name**

The name of this limited liability company is Tally Radio, L.C. ("Company").

**Article 2 — Duration**

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of thirty (30) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the remaining members pursuant to the Company's Regulations.

**Article 3 — Mailing Address and Street Address**

The Company's mailing address and street address is 109 B Ridgeland Road, Tallahassee, Florida 32312.

**Article 4 - Registered Agent and Office**

The name of the initial registered agent of the Company is Jon Hill. The street address of the initial registered agent of the company is 109 B Ridgeland Road, Tallahassee, Florida 32312.

**Article 5 — Additional Members**

Additional members to the company may be admitted, but only pursuant to the Company's Regulations.

**Article 6 — Termination of Membership**

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Regulations.

Article 7 — Management of the Company

The management of the Company is reserved to the members. The following persons will initially be the managing members:

HVS Partners, a Florida  
general partnership  
109 B Ridgeland Road  
Tallahassee, Florida 32312

Mr. Adam Levinson  
Post Office Box 13909  
Tallahassee, Florida 32317-3909

Mr. Bruce Timm  
Post Office Box 14369  
Tallahassee, Florida 32317-4369

Article 8 — Regulations

The Members shall have the power to adopt, alter, amend, or repeal Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9 — Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization this \_\_\_\_ day of March, 1996.

  
\_\_\_\_\_  
HVS Partners, a Florida general partnership

\_\_\_\_\_  
Adam Levinson

\_\_\_\_\_  
Bruce Timm

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Adam Levinson

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HVS Partners, a Florida general partnership

\_\_\_\_\_  
Adam Levinson

\_\_\_\_\_  
Bruce Timm

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED

96 APR -3 AM 9:08

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE  
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Tally Radio, L.C.
2. The name and address of the registered agent and office is:

Jon A. Hill  
109 B Ridgeland Road  
Tallahassee, Florida 32312

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Jon A. Hill

4-2-96  
Date

. . .

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF  
TALLY RADIO, L.C.**

The undersigned member or authorized representative of a member deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$22,500.00;
- 3) If any, the agreed value of property other than cash contributed by members is \$0; and
- 4) the total amount of cash or property anticipated to be contributed by members is \$1,100,000.00. This total includes amounts from 2 and 3 above.

*Gisela Huberman*  
HVS Partners, a Florida general partnership  
By: *GISELA HUBERMAN*

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF Maryland  
COUNTY OF Wicomico

The foregoing Affidavit of Membership and Contributions of Tally Radio, L.C. was subscribed before me this 27<sup>th</sup> day of March, 1996, by Gisela Huberman of HVS Partners, a Florida general partnership, who is personally known to me or who has produced a driver's license as identification and who did take an oath.

*Karen M. Williams*  
Notary Public  
My Commission Expires: KAREN M. WILLIAMS  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires July 18, 1999