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March 3, 2000

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

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RE: Rainbow Radio, LLC

Gentlemen:

Enclosed please find original and copy of First Amendment to Articles of Organization of Rainbow Radio, LLC, along with check in the amount of \$25.00 payable to the Florida Department of State representing your filing fee. Please file same and return one copy to this office in the enclosed self-addressed, stamped envelope.

Thank you for your consideration in this matter.

Very truly yours,

Cara Ebert Cameron
Cara Ebert Cameron

FILED
00 MAR 15 PM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CEC:gg

Enclosures

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FIRST AMENDMENT TO
ARTICLES OF ORGANIZATION
FOR RAINBOW RADIO, LLC

L-98-2467

The undersigned Member of RAINBOW RADIO, LLC, a Florida limited liability company, whose Articles of Organization were filed with the Secretary of State of the State of Florida on October 29, 1998, hereby amends the Articles of Organization as follows:

1. Articles IV – Management is hereby amended to read as follows:

The Limited Liability Company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as managers are:

Linda Roach, 12655 North Central Expressway, Suite 710, Dallas, Texas 75243.

Anthony Williams, 826 East Baltimore Street, Baltimore, Maryland, 21202.

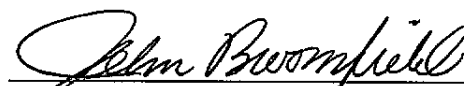
Cara Ebert Cameron, 2929 East Commercial Boulevard, Suite 410, Fort Lauderdale, Florida 33308.

Barry Smith, 2929 East Commercial Boulevard, Suite 410, Fort Lauderdale, Florida 33308.

John Broomfield, 1719 Taylor Street, Columbia, South Carolina 29204-3452.

2. All other Articles of the original Articles of Organization of Rainbow Radio, LLC remain in full force and effect.

Dated this 10 day of March, 2000.



John Broomfield, Member
(In accordance with section
608.408(3), Florida Statutes, the
execution of this document
constitutes an affirmation under
the penalties of perjury that the
facts stated herein are true.)

FILED
00 MAR 15 PM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA