

L99000001284

CAPITAL CONNECTION, INC
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Urban Radio of Florida
LLC

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Signature _____

Requested by: CS 3/8 9:47
Name Date Time

Walk-In _____ Will Pick Up _____

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

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SECRETARY OF STATE
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

URBAN RADIO OF FLORIDA, LLC

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ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Innerscity Broadcasting Corporation
3 Park Avenue, 40th Floor
New York, NY 10016

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management:

(check and complete the appropriate statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Pierre M. Sutton
c/o Innerscity Broadcasting Corp.
3 Park Avenue, 40th Floor
New York, NY 10016

Lois E. Wright
c/o Innerscity Broadcasting Corp.
3 Park Avenue, 40th Floor
New York, NY 10016

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/ are:

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

Additional members may be admitted to the Limited Liability Company upon the affirmative vote of the existing members representing greater than 50% ownership of the Limited Liability Company.

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ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members of the Limited Liability Company may, upon the affirmative vote of the remaining members representing greater than 50% of the ownership of the Limited Liability Company, continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of Urban
Radio of Florida, LLC deposits and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 0
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 1,500,000.
- 5) the total amount of 2, 3, and 4 is \$ 1,500,000.

Signature of a member or authorized representative of a member.
(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.)

By: Bruce F. Iden
Authorized Representative of URBAN RADIO, LLC

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: URBAN RADIO OF FLORIDA, LLC

2. The name and address of the registered agent and office is:

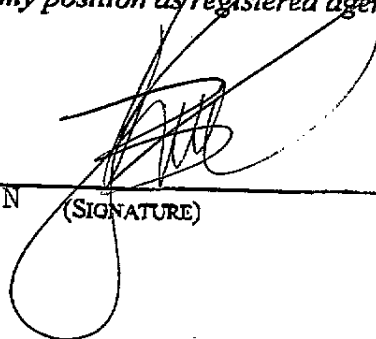
Bruce F. Iden
(NAME)

2100 Ponce de Leon Boulevard, Suite 600
(P.O. Box NOT ACCEPTABLE)

Coral Gables, FL 33134
(CITY/STATE/ZIP)

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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.


BRUCE F. IDEN (SIGNATURE) March 5, 1999 (DATE)