# M9700000469



ACCOUNT NO. : 072100000032

REFERENCE :

COST LIMIT

ORDER DATE: July 23, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 472304-035

300002254623--5

CUSTOMER NO: 4303690

CUSTOMER: Ms. Katherine F. Beckes

Sherman & Howard 633 17th St. Suite 2400

Denver, CO 80202

#### FOREIGN FILINGS

ENCORE MEDIA GROUP LLC NAME:

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

BK SECENTED AND THE

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER AFOREIGN LIMITED LIABILITY COMPANYTO TRANSACT BUSINESS IN THE STATE OF FLORIDA: Encore Media Group LLC (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.) Colorado 3. 84-1418374 ( FEI number, if applicable) (Jurisdiction under the law of which foreign limited liability company is organized) **Perpetual** 6/25/97 (Duration: Year limited liability company will cease to exist or "perpetual") (Date of Organization) July 1, 1997 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 5445 DTC Parkway, Suite 600 Englewood, CO 80111 (Street address of principal office) 8. Name(s) and business address(es) of managing member(s) or manager(s) who will manage the foreign limited liability company in Florida: (attach additional page if necessary) Encore Media Corporation 5445 DTC Parkway, Suite 600 Englewood, CO 80111

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member ofEncore Media Group LLC					
deposes and says:					
1) the above named limited liability company has at least two members one member.					
2) the total amount of cash contributed by the member(s) is \$					
3) if any, the agreed value of property other than cash contributed by member(s) is \$ A description of the property is attached and made a part hereto.					
4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 100,000 . This total includes amounts from 2 and 3 above.					
ENCORE MEDIA CORPORATION					
By: L. Cuchs  Signature of a member or authorized representative of a member.  (In accordance with section 608.408(3), Florida Statutes, the exacution of this affidavit constitutes an affirmation under the penalties of perjuty that the facts stated harein are true.)					
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### 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.

			CORPOS.
1.	The name of the limited liability company is:	ENCORE MEDIA GROUP LLC	Aliss
2.	The name and address of the registered agent	and office is:	·

The Prentice-Hall Corporation System, Inc.
(Name)

1201 Hays Street, Suite 105
(P.O. Box not acceptable)

Tallahassee, Florida 32301

(City/State/Zip)

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.

By: Deborah	D. Skipper	8-1-97
(Signature)		(Date)



I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF

COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

ENCORE MEDIA GROUP LLC (COLORADO LIMITED LIABILITY COMPANY)

FILE # 19971100935 WAS FILED IN THIS OFFICE ON June 25, 1997 AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: July 14, 1997

SECRETARY OF STATE