

ORIGINAL

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1199000000/1734  
October 20, 1999

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

900003024109--6  
-10/25/99-01106-019  
\*\*\*\*155.00 \*\*\*\*155.00

Ladies and Gentlemen:

NextMedia Group, LLC, a Delaware Limited Liability Company, submits the enclosed applications for authorization to transact business in Florida and for designation of registered agent/registered office in the State of Florida.

Included with the applications, please find an original certificate of existence dated within 90 days of today's date, as well as a check in the amount of \$155.00 as payment for the following registration fees:

\$100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy

If you have any questions, please do not hesitate to contact me. Thank you very much.

Sincerely,

*Caroline A. Soret*

Caroline A. Soret  
Counsel for NextMedia Group, LLC

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99 OCT 25 AM 9:33  
TALLAHASSEE, FLORIDA

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IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. NextMedia Group, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-0954190  
(FEI number, if applicable)
4. August 11, 1999  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. November 1, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 777 South Flagler Drive 8th Floor  
West Palm Beach, FL 33401  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒


9. The usual business addresses of the managing members or managers are as follows:

<u>Carl Hirsch</u>	<u>Steven Dinetz</u>
<u>777 S. Flagler Drive, 8th Floor</u>	<u>P.O. Box 10994</u>
<u>West Palm Beach, FL 33401</u>	<u>1034 Skyland Drive</u>
	<u>Zephyr Cove, NV 89448</u>

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

Mass Media, including Broadcasting, Internet and Outdoor Advertising

  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Matthew Leibowitz

Typed or printed name of signee

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90 OCT 25 AM 9:33  
TALLAHASSEE, FL 32309

**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 SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

NextMedia Group, LLC

2. The name and the Florida street address of the registered agent and office are:

Matthew L. Leibowitz

(Name)

1 S.E. 3rd Avenue, Suite 1450

Florida street address (P.O. Box **NOT** ACCEPTABLE)


Miami

FL

33131

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 as provided for in Chapter 608, F.S..*

  
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

99 OCT 25 AM 9:33

FILED

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXTMEDIA GROUP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

10-20-99