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May 17, 2000

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Tallahassee, FL 32314

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RE: Polk Area Community Radio, Inc.
Our File No. 3-15857

Dear Sirs:

Enclosed for filing is an original and one copy of the Articles of Incorporation of a not-for profit corporation named: Polk Area Community Radio, Inc. This includes a Certificate of Designation and Acceptance of Registered Agent.

Also enclosed is a Bank of America Money Order No. 2157507 in the sum of \$78.75 for your filing fee. Please return one copy of the Articles of Incorporation in the addressed, stamped envelope provided.

Your assistance with this matter is appreciated.

Very truly yours,

MILLER, CROSBY & MILLER, P.A.


Samuel G. Crosby

SGC/eb
Enclosures
xc: Clint Wallace, Esquire
15857/secstletter1

S. Thompson MAY 30 2000

ARTICLES OF INCORPORATION OF
POLK AREA COMMUNITY RADIO, INC.

In compliance with the requirements of Chapter 617 Florida Statutes, the undersigned, each of whom is a resident of the State of Florida and over the age of 18 years do hereby certify:

ARTICLE I - Corporate Name. The name of the corporation is POLK AREA COMMUNITY RADIO, INC.

ARTICLE II - Corporation Not For Profit. The corporation is incorporated as Not For Profit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its officers or directors, except to the extent permissible under these articles, under law and under Internal Revenue Code §501(c)(3), hereafter referred to as the Code. If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these articles, under law and under the Code.

ARTICLE III - Principal Place of Business. The initial mailing address of the corporation shall be 219 Green Meadows Drive, Winter Haven, FL 33884. The principal office of the corporation shall be located at the mailing address or at any other place as may be subsequently designated by the Board of Directors of the corporation.

ARTICLE IV - Registered Agent. The name and address of the initial registered agent is Frank Gonsalves, 219 Green Meadows Drive, Winter Haven, FL 33884.

ARTICLE V - No Members. The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE VI - Duration. The duration of the corporation is perpetual.

ARTICLE VII - Purposes. The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to the operation of a public service radio station.

ARTICLE VIII - Powers. Solely for the purposes stated above, the corporation shall have the following powers:

A. To obtain the necessary licensing for and to operate a public service radio station based in

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Winter Haven, Florida, or such other location in Polk County, Florida as may be necessary or desirable.

B. To exercise all rights and powers conferred by the laws of the State of Florida on non-profit corporations, including but not limited to those powers set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE IX - Limitation. No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

ARTICLE X - Tax Exempt Status. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under § 501(a) of the Code as an organization described in §501(c)(3) of the Code and which is other than a private foundation as defined in §509 of the Code. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under §501(c)(3) of the Code. All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE XI - Dissolution. On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation,

distribute the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above stated purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of the article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in §170(c)(1) or 170 (c)(2)(B) of the Code and is described in § 509(a)(1), (2) or (3) of the Code.

ARTICLE XII - Board of Directors. There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by a majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE XIII - Officers. The officers of the corporation may consists of one President, one or more vice-presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided by the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors and may be removed by a majority vote of the board of directors at such time and in such manner as may be prescribed by the bylaws or by law.

ARTICLE XIV - Incorporators. The name and street address of each incorporator is:
Frank Gonsalves, 219 Green Meadows Drive, Winter Haven, FL 33884
Dianne Gonsalves, 219 Green Meadows Drive, Winter Haven, FL 33884
Michael Sencleski, 464 Flamingo Drive, Apollo Beach, FL 33572

ARTICLE XV - Bylaws. The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

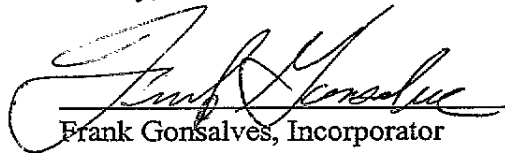
ARTICLE XVI - Amendment. The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

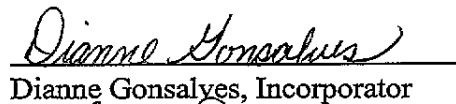
ARTICLE XVII - Indemnification and Civil Liability Immunity. The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the

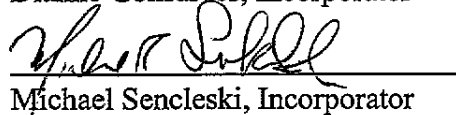
corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statute Chapter 617 and other similar laws.

ARTICLE XVII - Commencement of Corporate Existence. The date the corporate existence shall commence is the date these articles are filed with and accepted by the Secretary of State of the State of Florida.

We the undersigned incorporators have signed these articles of incorporation this 13TH day of May, 2000.


Frank Gonsalves, Incorporator


Dianne Gonsalves, Incorporator


Michael Sencleski, Incorporator

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Fla. Stat. 617.0501, the undersigned corporation organized under the not for profit corporation law of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida"

1. Name of the corporation: POLK AREA COMMUNITY RADIO, INC.
2. Name and address of the registered agent: Frank Gonsalves, 219 Green Meadows Drive, Winter Haven, FL 33884.

I, the undersigned, Frank Gonsalves, having been named as registered agent and to accept service of process for POLK AREA COMMUNITY RADIO, INC. at 219 Green Meadows Drive, Winter Haven, FL 33884, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with 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.

Dated this 13th day of May , 2000.


Frank Gonsalves, Registered Agent

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