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RADIO
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RADIO PEACE
CATHOLIC BROADCASTING, INC.

October 30, 1996

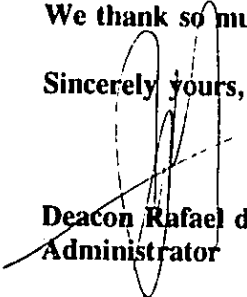
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Attention: Bobbie

Please find enclosed two originals of the proposed Articles of Incorporation of PASTORAL INSTITUTE FOR COMMUNICATION, INC. together with a check in the amount of \$122.50

We thank so much for the prompt attention you may give this matter.

Sincerely yours,


Deacon Rafael de los Reyes
Administrator

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-12/05/96--01084--010
***122.50 ***122.50

RECEIVED
DIVISION OF CORPORATIONS
96 DEC -3 AM 10:26

W96-23570

5/12/3

**RADIO
PEACE**
WAXY 790 AM
ARCHDIOCESE OF MIAMI



PAZ
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WKAT 1360 AM

**RADIO PEACE
CATHOLIC BROADCASTING, INC.**

November 25, 1996

Ms. Sharon Tala
Document Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 323144

Ref. No. W96000023570

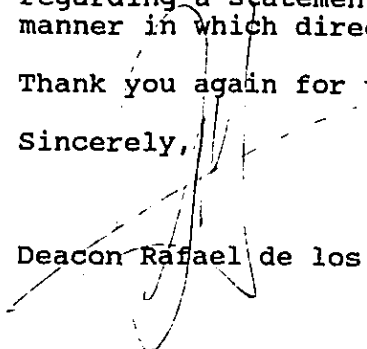
Dear Ms. Tala:

In response to your letter number 196A00050948 dated November 6, 1996, please find enclosed a signed certificate of designation of Registered Agent.

Also, please refer to Article VIII - Initial Directors - regarding a statement making reference to the bylaws as to the manner in which directors are elected or appointed.

Thank you again for the attention given this matter.

Sincerely,


Deacon Rafael de los Reyes



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1996

DEACON RAFAEL DE LOS REYES
RADIO PEACE
P.O. BOX 558447
MIAMI, FL 33255-8447

SUBJECT: PASTORAL INSTITUTE FOR COMMUNICATION, INC.
Ref. Number: W96000023570

We have received your document for PASTORAL INSTITUTE FOR COMMUNICATION, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 196A00050948

ARTICLES OF INCORPORATION
OF
PASTORAL INSTITUTE FOR COMMUNICATION, INC.

96 DEC -3 PM 10: 26
DIVISION
SECRETARY OF STATE
CORPORATION

WE, the undersigned, with other persons being desirous of forming a corporation for charitable purposes under the provisions of chapter 617 of the Florida Statutes do agree to the following:

ARTICLE I
NAME

The name of the corporation shall be: PASTORAL INSTITUTE FOR COMMUNICATION, INC., and their address 9485 Sunset Drive, Suite A-245. Miami, Florida 33173

ARTICLE II
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III
COMMENCEMENT OF EXISTANCE

The corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

ARTICLE IV
PURPOSES

The corporation is organized as a non for profit organization exclusively for charitable purposes. The specific purposes of the corporation are:

A. To establish, receive and maintain a fund or funds for the support of education, information, research and consultancy in the area of pastoral communication within the United States of America, Mexico, Central and South America, the Bahamas and the Caribbean; to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of any sort or nature, without limitation as to amount or value, and to manage, administer, invest, reinvest, and dispose of the same; to establish and administer endowment funds; from time to time pay and apply the funds and property of the corporation, including the principal as well as income thereof, for the support of pastoral communication services;

B. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities and property as its directors shall deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same;

C. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

ARTICLE V DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE VI MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. Any person paying dues as provided for in the bylaws and agreeing to be bound by the Articles of Incorporation of this corporation, by its bylaws, and by such rules and regulations as the Directors may from time to time adopt, is eligible for membership in the corporation.

ARTICLE VII LOCATION OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation is 9485 Sunset Drive, Suite A-245. Miami, Florida 33173. The name of the initial registered agent at such address is Juan E. Romagosa.

ARTICLE VIII INITIAL DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five directors initially. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three.

The names and addresses of the persons who are to serve as initial directors for the ensuing years, or until the first annual meeting of the corporation are:

NAME	ADDRESS
FEDERICO CAPDEPON	1779 N.W. 28 Street Miami, Florida 33142
RAFAEL DE LOS REYES	1779 N.W. 28 Street Miami, Florida 33142

JOSE L. MENENDEZ

3220 N.W. 7th Ave.
Miami, Florida 33127

JUAN E. ROMAGOSA

9485 Sunset Dr. A-245
Miami, Florida 33173

SYLVIA I. ROMAGOSA

9485 Sunset Dr. A-245
Miami, Florida 33173

ARTICLE VIII INCORPORATORS

The name and addresses of the incorporators of this corporation are as follows:

NAME	ADDRESS
RAFAEL DE LOS REYES	1779 N.W. 28 Street Miami, Florida 33142
JUAN E. ROMAGOSA	9485 Sunset Dr. A-245 Miami, Florida 33173

ARTICLE IX OFFICERS

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, any additional Assistant Secretaries or Treasurers, and such other officers as may be provided in the Bylaws. A person may hold more than one office at one time.

The names of the persons who shall serve as officers of the corporation until the first meeting of the Board of Directors are:

NAME	OFFICE
JUAN E. ROMAGOSA	President
FEDERICO CAPDEPON	Vice President
JOSE L. MENENDEZ	Vice President
RAFAEL DE LOS REYES	Treasurer
SYLVIA I. ROMAGOSA	Secretary

The Officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE X
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for religious or charitable purposes which has established its tax exempt status under Section 501 (c) (3) of the Internal revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of the State of Florida have executed these Articles of Incorporation on the



RAFAEL DE LOS REYES



JUAN E. ROMAGOSA

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared RAFAEL DE LOS REYES and JUAN E. ROMAGOSA, to me well known to be persons described in and who executed the foregoing Articles of Incorporation, and that they acknowledge before me that they executed same freely and voluntarily for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this day of *OCTOBER 30, 1996*



NOTARY PUBLIC-STATE OF FLORIDA

At Large

my commission expires

LOURDES BRITO
Notary Public, State of Florida
My Comm. expires on 11/01, 1997
NO. 00000008

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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 corporation is: Pastoral Institute for Communication, Inc.
(must include suffix)

96 DEC - 3 AM 10: 26
FLORIDA STATE
DIVISION OF
REGISTRATION

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

Juan E. Romagosa
(Name)

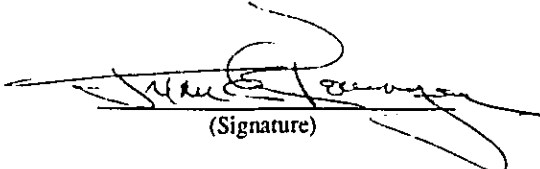
9485 Sunset Drive, Suite A-245

(Street address - P. O. Box or Mail Drop Box NOT acceptable)

Miami, Florida 33173

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation 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.


(Signature)

11-25-96
(Date)



N96000006104

ACCOUNT NO. : 072100000032

REFERENCE : 492298 81624A

AUTHORIZATION : Patricia Puynt

COST LIMIT : \$ 87.50

ORDER DATE : August 11, 1997

ORDER TIME : 11:05 AM

ORDER NO. : 492298-005

CUSTOMER NO: 81624A

CUSTOMER: Lourdes Nicola, Legal Asst
J. Patrick Fitzgerald, Pa
Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

Amend

5100002203885-18

DOMESTIC AMENDMENT FILING

NAME: PASTORAL INSTITUTE FOR COMMUNICATION, INC.

EFFECTIVE DATE: JULY 15, 1997

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: _____

FILED
97 AUG 11 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 11 PM 12:20
DIVISION OF CORPORATION

*02250, 01049, 00672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 11, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: PASTORAL INSTITUTE FOR COMMUNICATION, INC.
Ref. Number: N96000006104

We have received your document for PASTORAL INSTITUTE FOR COMMUNICATION, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 297A00040692

AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PASTORAL INSTITUTE FOR COMMUNICATION, INC.
A Florida Not For Profit Corporation

FILED
97 AUG 11 PM 1:04
TALLAHASSEE

The following Amendment to the Articles of Incorporation, duly adopted by a majority of the Members, pursuant to the authority and provisions of the Florida Statutes and the existing Articles and Bylaws of Pastoral Institute for Communication, Inc., a Florida not for profit corporation are hereby adopted. The adoption by a majority of the Members is the only requirement for this Amendment. A meeting of the Members was held on July 15, 1997, and the number of votes was sufficient for approval.

BE IT RESOLVED, that the Articles of Incorporation of Pastoral Institute for Communication, Inc., a Florida not for profit corporation, be and the same is amended and effective with the date of filing of this Amendment with the Secretary of State to read:

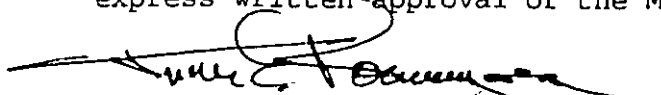
ARTICLE VI
QUALIFICATIONS FOR MEMBERS AND THE
MANNER FOR THEIR ADMISSION

The Member shall be the Most Reverend John C. Favalora as Archbishop of the Archdiocese of Miami, his successors in office, a corporation sole. Additional Member(s) may be appointed by the Archbishop of the Archdiocese of Miami in his sole discretion. Any additional Member(s) may be removed by the Archbishop of the Archdiocese of Miami in his sole discretion.

Article XI
RESERVATION OF POWER TO MEMBERS

The corporation is an apostolate of the Catholic Church and as such the Canon Law requires that certain powers should be reserved to the Archbishop of the Archdiocese. Therefore, the following powers are specifically reserved the Member(s):

- (a) The operating philosophy of the corporation shall be approved by the Member(s);
- (b) Corporate property may not be leased, sold or encumbered without the express written approval of the Member(s); and
- (c) The corporation may not be merged or dissolved without the express written approval of the Member(s).



Juan E. Romagosa, President

7/15/97
Date

R E S O L U T I O N

I, the undersigned Secretary of Pastoral Institute for Communication, Inc., a Florida not for profit corporation, do hereby certify that the following is a true and correct copy of a Resolution unanimously adopted at the Board of Directors meeting of Latin American Communications Network, Inc., a Florida not for profit corporation, duly called for and held on July 14, 1997, at which the majority of the Directors were present:

BE IT RESOLVED BY THE BOARD OF Pastoral Institute for Communication, Inc., a Florida not for profit corporation, that the following Amendments are made to the Articles of Incorporation:

Article VI is amended to read as follows:

ARTICLES VI QUALIFICATIONS FOR MEMBERS AND THE MANNER FOR THEIR ADMISSION

The Member shall be the Most Reverend John C. Favolora as Archbishop of the Archdiocese of Miami, his successors in office, a corporation sole. Additional Member(s) may be appointed by the Archbishop of the Archdiocese of Miami in his sole discretion. Any additional Member(s) may be removed by the Archbishop of the Archdiocese of Miami in his sole discretion.

The following new provision is added to the Articles:

ARTICLE XI RESERVATION OF POWER TO MEMBERS

The corporation is an apostolate of the Catholic Church and as such the Canon Law requires that certain powers should be reserved to the Archbishop of the Archdiocese. Therefore, the following powers are specifically reserved to the Member(s):

- (a) The operating philosophy of the corporation shall be approved by the Member(s);
- (b) Corporate property may not be leased, sold or encumbered without the express written approval of the Member(s); and
- (c) The corporation may not be merged or dissolved without the express written approval of the Member(s).

I FURTHER CERTIFY that there have been no changes, alterations or amendments and that therefore, said RESOLUTION is still in full force and effect and that it is not in conflict

with any of the provisions of the Charter or ByLaws governing the corporation.

WITNESS my hand and seal this 10 day of July, 1997.

Sylvia Romagosa
Sylvia Romagosa, as Secretary

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15 day of July, 1997, by Dr. Juan Romagosa, as President of Pastoral Institute for Communication, Inc., a Florida not for profit corporation, on behalf of the corporation. [] He is personally known to me or [] He has produced _____, as identification.

Loures Brito
NOTARY PUBLIC - STATE OF FLORIDA

Print, type or stamp Notary name

RJD/yme/RJD4/PASTINS.DOC

