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JAN -2 PM 12:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORID

December 30, 1997

Florida Department of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

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*****35.00 *****35.00

Re: Amended and Restated Articles of Incorporation of Haitian American Community
Broadcasting Association, Inc.

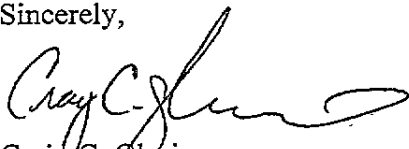
Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find an original and copy of
the Amended and Restated Articles of Incorporation of Haitian American Community
Broadcasting Association, Inc.

We have enclosed a check for \$35.00 made payable to the Department of State. We ask that
you return a stamped filed copy of the enclosed document to our attention. We have provided
a self-addressed, stamped envelope for your convenience.

Should you have any questions, please contact me.

Sincerely,



Craig C. Glorioso
Paralegal

Enclosures

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Philadelphia Washington New York Los Angeles Miami Harrisburg Pittsburgh Princeton
London Brussels Frankfurt Tokyo Singapore Jakarta

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HAITIAN AMERICAN COMMUNITY BROADCASTING ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Haitian American Community Broadcasting Association, Inc., a Florida not for profit corporation desiring to amend and restate its Articles of Incorporation pursuant to the provisions of the Florida Not For Profit Corporation Act (the "Act"), hereby certifies as follows:

1. The name of the corporation is Haitian American Community Broadcasting Association, Inc. and the date of filing of its original Articles of Incorporation with the Florida Secretary of State was May 16, 1997.

2. The corporation does hereby amend and restate its Articles of Incorporation to read in their entirety as set forth below:

ARTICLE I

Name

The name of the corporation is: Haitian American Community Broadcasting Association, Inc.

ARTICLE II

Location of Principal Office

Its principal office shall be at 12393 N.E. 6th Avenue, Miami, Florida 33161. The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Amended and Restated Articles of Incorporation.

ARTICLE III

Purposes

1. The corporation is organized for charitable, literary, educational and cultural purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, in particular, for the operation of a non-profit, public broadcast association. This FM radio station will benefit Miami-Dade County's Haitian-American community as well as other groups within the station's frequency through (i) servicing the informational and cultural needs of the community and (ii) educating this community on the problems of drugs and domestic violence.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that 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 in these Amended and Restated Articles of Incorporation.

3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise, attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV

Restrictions on Activities

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes.

ARTICLE VI

Duration

The period of duration of the corporation shall be perpetual unless dissolved according to law.

ARTICLE VII

Board of Directors

The corporation shall be organized on a non-stock basis. The authority for all affairs of the corporation shall be with the Board of Directors who shall have and may exercise all the powers of the corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the corporation as from time to time in effect. The number of members of the Board of Directors shall be established by the Bylaws, but in no event shall be less than three (3), and the Directors shall remain the same as set out in the Articles of Incorporation filed on May 16, 1997.

Directors shall serve for a term of one year or until the first annual meeting of directors following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the board of directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and the Articles of Incorporation and Bylaws of the corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The Board of Directors shall elect the following officers: President, Vice President, Treasurer and Secretary and such other officers as the Bylaws of the corporation may authorize, from time to time, the directors to elect.

ARTICLE VIII

Indemnification

The corporation shall, indemnify its directors and officers to the fullest extent authorized or permitted by the Act as the same exists or may hereafter be amended, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the corporation and shall inure to the benefit of his or her heirs, executors and administrators.

ARTICLE IX

Membership

The corporation may have members in accordance with the Bylaws.

ARTICLE X

Bylaws

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE XI

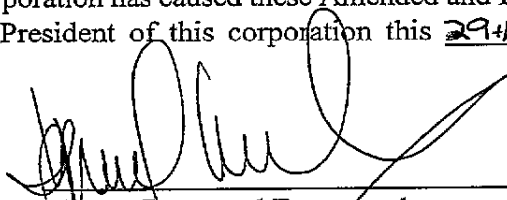
Registered Office and Agent

The name and address of the registered agent of the corporation is Raymond Emmanuel, 12393 N.E. 6th Avenue, Miami, Florida 33161.

3. There are no members of the corporation who are entitled to vote on the adoption of these Amended and Restated Articles of Incorporation.

4. These Amended and Restated Articles of Incorporation were adopted by the corporation's board of directors by unanimous written consent on December 26, 1996.

IN WITNESS WHEREOF, the corporation has caused these Amended and Restated Articles of Incorporation to be signed by the President of this corporation this 29th day of December, 1997.



Name: Raymond Emmanuel
Title: President