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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

5 June 2000

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-06/08/00--01066--024
*****78.75 *****78.75

SUBJECT: CLANDESTINE RADIO, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Jeffrey L. Baker
Name (Printed or typed)

14721 SW 151st Terrace
Address

Miami, FL 33196
City, State & Zip

(305) 253-9335
Daytime Telephone number

FILED
00 JUN 26 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FL 32314

NOTE: Please provide the original and one copy of the articles.

~~100~~
6-26
WC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 15, 2000

JEFFREY L. BAKER
14721 SW 151ST TERR.
MIAMI, FL 33196

SUBJECT: CLANDESTINE RADIO, INC.
Ref. Number: W00000015281

We have received your document for CLANDESTINE RADIO, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 487-6995.

Wanda Cunningham
Document Specialist

Letter Number: 400A00034314

Corrections made per above instructions.
One original and Two copies (one copy for
certified Articles of Incorporation), included.

Thank you for your help. Have a great day.

**CLANDESTINE RADIO, INC.
ARTICLES OF INCORPORATION**

FILED
00 JUN 26 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: I, Jeffrey Lee Baker (incorporator), whose post office address is 14721 Southwest 151st Terrace, Miami, Florida 33196, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Florida.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is

CLANDESTINE RADIO, INCORPORATED

THIRD: The purposes for which the Corporation is formed are to engage in the manufacture and/or sale of antenna, radio, and electronic equipment, and in any lawful purpose and/or business.

FOURTH: The address and principal place of business of the Corporation in this State is 14721 Southwest 151st Terrace, Miami, Florida 33196. The name and street address of the Resident Agent in this State are Jeffrey Lee Baker, 14721 Southwest 151st Terrace, Miami, Florida 33196. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is four thousand shares, divided into three thousand five hundred (3,500) shares of Class A Common Stock without par value and five hundred (500) shares of Class B Non-Voting Stock without par value.

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class:

A. Except as hereinafter provided in sub-paragraph B of this Article FIFTH with respect to the election of the Board of Directors of the Corporation and the voting powers of the Common Stock of the Corporation, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects and for all purposes.

B. With respect to voting powers, the holders of Class A Common Stock shall possess all voting powers and rights for all purposes, including, by way of illustration and not of limitation, the election of the Board of Directors of the Corporation, and the holders of Class B Common Stock shall have no voting power or rights whatsoever, and no holder of Class B Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or, except as otherwise required by the laws of the State of Florida, be entitled to notification of any meeting of the stockholders. The holders of Class A Common Stock

shall be entitled to one (1) vote per share in all proceedings in which actions shall be taken by the stockholders of the Corporation.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, provided that the number of directors shall never be less than the minimum number permitted by the laws of the State of Florida. The name of the director who shall act until the first annual meeting and until his successors are duly chosen and qualified is:

Jeffrey Lee Baker

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Florida now or hereafter in force.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all, or substantially all, of the assets of the Corporation.

(4) With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the corporation;

(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(e) the participation by the Corporation in a share exchange (as defined by Florida law) as the corporation the stock of which is to be acquired;

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

such action shall be effective and valid if taken or approved by an affirmative vote of a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH paragraph (4).

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH:


(1) Directors and officers of the Corporation shall not be liable to the Corporation or its stockholders for money damages. The purpose of this limitation of liability is to limit liability to the maximum extent that the liability of the directors and officers of Florida corporations is permitted to be limited by Florida law. This limitation on liability shall apply to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted.

(2) To the maximum extent permitted by Florida law, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities, and shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors, and shall indemnify, to the same extent, persons who serve and have served, at its request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint employee or agent of another corporation, partnership, joint

venture or other enterprise. The corporation shall advance expenses to its directors and officers and the other persons referred to above to the extent permitted by Florida law. This indemnification of directors and officers shall also apply to directors and officers who are also employees, in their capacity as employees. The Board of Directors may by Bylaw, resolution or agreement make further provisions for indemnification of employees and agents to the extent permitted by Florida law.

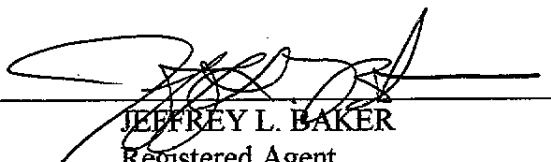
(3) References to Florida law shall include the Florida Business Corporation Act as from time to time amended. Neither the repeal or amendment of this Article NINTH, nor any other amendment to these Articles of Incorporation, shall eliminate or reduce the protection afforded to any person by the foregoing provisions of this Article NINTH with respect to any act or omission which shall have occurred prior to such repeal or amendment.

IN WITNESS WHEREOF I have signed these Articles of Incorporation this 5th day of June, 2000 and I acknowledge the same to be my act.



JEFFREY L. BAKER
Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



JEFFREY L. BAKER
Registered Agent

19 JUNE 00
Date