

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



networks

PREVENTIVE, HEALTH
LEGAL & FINANCIAL SERVICES

P95000029733

ACCOUNT NO. : 0721000000032

REFERENCE : 580334 82361A

AUTHORIZATION

Patricia

COST LIMIT : 9 122/50

ORDER DATE : April 17, 1995

ORDER TIME : 9:43 AM

000001457660

ORDER NO. : 580334

CUSTOMER NO: 82361A

CUSTOMER: Scott Kramer, Esq
KRAMER ALI & LAMBERT

Suite 205
14155 U.S. Highway One
Juno Beach, FL 33408

DOMESTIC FILING

NAME: RADIOCORP HOLDINGS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS: _____

FILED
95 APR 17 4:11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
KRAMER, ALI, LAMBERT & FLECK
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

THOMAS J. ALI, P.A.
RONALD L. BORNSTEIN, P.A.
BARRY D. CAROTHERS, P.A.
WILLIAM A. FLECK, P.A.
SCOTT KRAMER, P.A.
ROGER C. LAMBERT, P.A.
*ALSO ADMITTED NEW YORK
AND CONNECTICUT BARS

LOGGERHEAD PLAZA • SUITE 205
1155 U.S. HIGHWAY ONE
JUNO BEACH, FLORIDA 33408

(407) 627-1122
FAX (407) 624-2100

April 14, 1995

Secretary of State
State of Florida
Division of Corporations
Tallahassee, Florida 32304

Re: Articles of Incorporation for
RADIOCORP HOLDINGS, INC.

Gentlemen:

Please find enclosed herein the original and one copy of the captioned Articles of Incorporation. Upon filing, please return a certified copy of the Articles to the undersigned.

My check in the amount of \$122.50 is enclosed in payment of the following fees:

Filing Tax, Sec.607.364(4)	\$ 35.00
Certified copy of Articles	52.50
Registered Agent Fee, #607.361(4)	<u>35.00</u>
TOTAL	<u>\$ 122.50</u>

Your prompt assistance in this matter is greatly appreciated.

Yours very truly,



Scott Kramer

SK/me
Enclosure

ARTICLES OF INCORPORATION
OF
RADIOCORP HOLDINGS, INC.

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this Corporation is: RADIOCORP HOLDINGS, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

A. The provision of broadcasting services, the employment of employees and all acts necessary to carry out same.

B. To acquire by purchase, exchange, gift, bequest and subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation, specifically including the right to register and do business under fictitious names.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 7500 shares of Class A common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting

called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's principal place of business and mailing address is 444 Coral Cove Drive, Juno Beach, Florida, 33408, and its initial Registered Agent is Barry D. Carothers, Esquire, 14155 U.S. Highway One, Suite 205, Juno Beach, Florida, 33408.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial board of Directors of this corporation is one (1). The names and addresses of the persons to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
JACK W. SCHOONE	444 Coral Cove Drive Juno Beach, FL 33408

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators is:

<u>Name</u>	<u>Address</u>
BARRY D. CAROTHERS, ESQUIRE	Suite 205, 14155 U.S. One Juno Beach, Florida 33408

ARTICLE X - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at

CERTIFICATE DESIGNING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

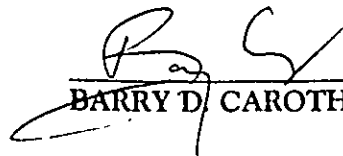
The following is submitted pursuant to Section 48.091(1) and Section 607.034,
Florida Statutes:

RADIOCORP HOLDINGS, INC. desiring to organize under the laws of the State of
Florida being in the County of Palm Beach, has named BARRY D. CAROTHERS, at Suite
205, 14155 U.S. Highway One, Juno Beach, Florida 33408, as its initial registered agent to
accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at
the above stated office within this State, I hereby accept to act in this capacity and agree to
comply with the provisions of said statute relative to keeping the registered office of the
corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal
holidays, and to post therein a sign designating the name of the corporation and the name of
its registered agent.

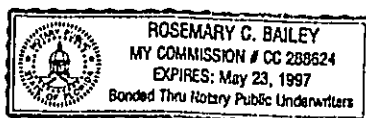
Dated this 14th day of April, 1995.

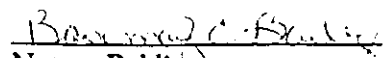

BARRY D. CAROTHERS

STATE OF FLORIDA


COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 14th day
of April, 1995, BY BARRY D. CAROTHERS who produced _____ as identification.




Notary Public
Commission No: CC 288624

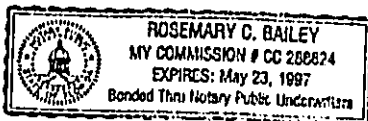
any meeting thereof.

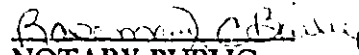

BARRY D. CAROTHERS,
INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing, Articles of Incorporation were acknowledged before me this 14th day
of April, 1995, by BARRY D. CAROTHERS who produced _____ as identification.




NOTARY PUBLIC
Commission No: CC 288624

FILED
95 APR 17 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
AND
FILED

96 OCT -7 PM 2:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000029733**

1. Corporation Name

RADIOCORP HOLDINGS, INC.

Principal Place of Business

~~444 CORAL COVE DR~~
~~JUNO BEACH FL 33408~~

Mailing Address

~~444 CORAL COVE DR~~
~~JUNO BEACH FL 33408~~



100001979261--2

-10/18/96--01002--010

***375.00 ***375.00

If all two addresses are incorrect in any way, line through incorrect information and enter correction below

2. New Principal Office Address, If Applicable

Suite, Apt. #, etc.

1016 GRAND ISLE TERR.

City & State

PALM BCH. GARDENS, FL

Zip

33418 USA

3. New Mailing Office Address, If Applicable

SUITE 203-302

Suite, Apt. #, etc.

4300 SOUTH U.S. HWY #1

City & State

JUPITER FL

Zip

33477 USA

4. Date Incorporated or Qualified To Do Business in Florida

04/17/1995

5. FEI Number

65-0620409

Applied For

Not Applicable

6. CERTIFICATE OF STATUS DESIRED

\$0.75 Additional Fee required for a Certificate of Status

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Name

Name of Officers and/or Directors

3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)

4. City / State / Zip

~~D/S JACK SCHOOONE~~
D/P DARLA JORDAN

~~444 CORAL COVE DR~~
SUITE 203-302
4300 US HWY #1 SOUTH

JUPITER FL. 33477

D/S JACK SCHOOONE

P.O. BOX 4464'S, FREEPORT

FREEPORT, BAHAMAS

REINSTATEMENT

10-7-96

8. Name and Address of Current Registered Agent

9. Name and Address of New Registered Agent

CAROTHERS, BARRY D
14155 US HIGHWAY ONE
SUITE 205
JUNO BEACH FL 33408

Name

DARLA JORDAN

Street Address (P.O. Box Number is Not Acceptable)

1016 GRAND ISLE TERRACE

Suite, Apt. #, Etc.

City

PALM BCH. GARDENS

State

FL

Zip Code

33418

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent

[Signature]

REGISTERED AGENT MUST SIGN

Date **10/1/96**

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☒

(See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

CR2000 (7/95)