

095 0000 35529
STREET 1200
ATLANTA, GA 30309
(404) 222-0191 FAX



ACCOUNT NO. : 072100000032

REFERENCE : 591960 8878A

AUTHORIZATION :

COST LIMIT : 9 122.50

Patricia Pizzato

FILED
MAY -5
MID 12
STATE
MIDLAND CONSUMER RADIO

ORDER DATE : May 5, 1995

ORDER TIME : 11:30 AM

ORDER NO. : 591960

CUSTOMER NO: 8878A

300001477453

CUSTOMER: Wendy Roeton, Legal Asst
PACKMAN NEUWAHL & ROSENBERG

Suite 125
1500 San Remo Avenue
Coral Gables, FL 33146

DOMESTIC FILING

NAME: MIDLAND CONSUMER RADIO, 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: Debbie Skipper

EXAMINER'S INITIALS:

ST 5/8/95

FILED

95 MAY -5 AM 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MIDLAND CONSUMER RADIO, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MIDLAND CONSUMER RADIO, INC.

The address of the principal office of this corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on May 5, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: *Gail Shelby*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: *Gail Shelby*
Its Agent, Gail Shelby

GLS/dks

571 0000
95 MAY -5 11:12
STATE
TALLAHASSEE, FLORIDA

LAW OFFICES

PACKMAN, NEUWAHL & ROSENBERG
100 N. GULF AVENUE
SUITE 1200
CORAL GABLES, FLORIDA 33134

BRUCE BARTON PACKMAN (RETIRED)
MALCOLM H. NEUWAHL
MICHAEL ROSENBERG
DENNIS GINSBURG
ROBERT A. STAMEN
LESLIE A. SHARE
JACK D. FINKELMAN
JAN M.S. BLACK
MARK D. RICH

TELEPHONE (305) 665-3311
TELECOPIER (305) 665-1244

July 5, 1995

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-07/07/95--01078--011
*****35.00 *****35.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Midland Consumer Radio, Inc. (the "Corporation")
Our Client File No. 4308B(b)

Gentlemen:

Enclosed herewith please find an original and one (1) copy of the Statement of Change of Registered Office and Registered Agent (the "Form") for the above-referenced Corporation. Also enclosed is a check in the amount of Thirty-Five Dollars (\$35.00) for the filing fee.

Please acknowledge your receipt of the Form and check by signing the enclosed acknowledgment copy and returning it in the envelope provided. Also, please send me the copy of the Form upon filing.

Thank you for your cooperation in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

PACKMAN, NEUWAHL & ROSENBERG

Wendy S. Roston

WENDY S. ROSTON,
Legal Assistant

/wsr
Enclosures
54/6*4308
cc: CSC Networks

OM
44-2000-35529
PA 6/29/95
7-6-95

Date Filed May 5, 1995

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: Midland Consumer Radio, Inc.

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
1201 Hays Street
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

Atrium Registered Agents, Inc.

1500 San Remo Avenue, Suite 125

Coral Gables, FL 33146

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Baruch Shammah, President
(Typed or printed name and title)

Signature _____

(President ~~XXXXXX~~)

Date _____

6/30/95

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Atrium Registered Agents, Inc.

Signature BY: Leslie A. Share

Date June 30, 1995



FILED
 95 JUL -6 AM 9:31
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA