



P96000001939

FILED
00 NOV 22 AM 11:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000037

REFERENCE : 906029 4319220

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 35.00

ORDER DATE : November 21, 2000

ORDER TIME : 9:31 AM

600003474096--3

ORDER NO. : 906029

CUSTOMER NO: 4319220

CUSTOMER: Ms. Carol Menniti
Viacom Inc.
1515 Broadway
51-17
New York, NY 10036

CHANGE OF AGENT

NAME: ROA MEDIA CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

RECEIVED
00 NOV 22 AM 10:10
TO AGENT FOR FILING
SECRETARY OF STATE
DIVISION OF REGISTRATIONS

COULLETTE NOV 22 2000

CONTACT PERSON: Tamara Odom -- EXT# 1104

EXAMINER: _____

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: ROA Media Corp.
2. The mailing address of the corporation is: c/o Infinity Outdoor of Florida Holding Co.
2502 North Black Canyon Highway, Phoenix, AZ 85009
3. Date of incorporation/qualification: 1/8/96 Document number: P96000001939
4. The name and address of the current registered agent and office:

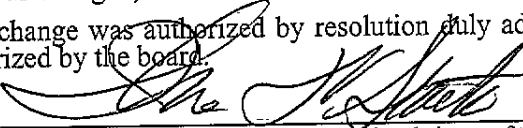
CT Corporation
660 East Jefferson Street
Tallahassee, FL 32301

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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

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


(Signature of an officer, chairman or vice chairman of the board)

(Date)

Ilene W. Stack, Assistant Secretary
(Printed or typed name and title)

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

By: 

(Signature of Registered Agent)

11/21/00
(Date)

If signing on behalf of an entity:

Mary Wanner
(Typed or Printed Name)

Asst VP
(Capacity)

* * * FILING FEE: \$35.00 * * *