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LAW OFFICES OF  
**JOSE R. RIGUERA**  
PROFESSIONAL ASSOCIATION

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FILED  
97 APR -2 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

March 29, 1997

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

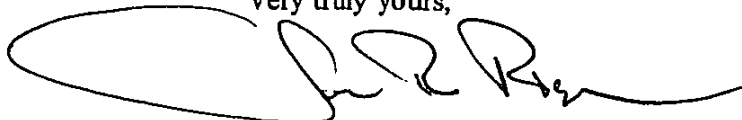
RE: Power Broadcasting Group Corporation

800002130968--9  
-04/02/97--01028--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Please find enclosed the resignation of Mr. Dilson Souza Caputo as Registered Agent for the above corporation, effective immediately, along with a check in the amount of \$35.00 for your fee in processing this request. If you should have any questions regarding this document, please do not hesitate to contact the undersigned.

Very truly yours,

  
Jose R. Riguera

mev

RA Chg.

VS APR 7 1997

**CERTIFICATE DESIGNATING CHANGE  
OF  
REGISTERED AGENT OF  
POWER BROADCASTING GROUP CORPORATION**

**FILED**  
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In compliance with section 607.0502, Florida Statutes, the following is submitted:

1. The name of the corporation is Power Broadcasting Group Corporation.
2. The street address of the Registered Office is 7760 W. 20th Avenue, Hialeah, FL 33016.
3. The name of the current Registered Agent is Dilson Souza Caputo.
4. The name of the successor Registered Agent is Donald Russell Clemons, Jr.
5. The street address of the new Registered Office is 216 PENNANA DR.  
HIALEAH, FL 33010
6. Such change of Registered Agent and Registered Office was authorized by an Officer of the Corporation, so authorized by the Board of Directors.

Signature

Dilson Souza Caputo, President

Date

3/12/97

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date

3/24/97

Signature

Donald Russell Clemons, Jr.