



THE UNITED STATES  
CORPORATION  
COMPANY

896000050077

ACCOUNT NO. : 072100000032

REFERENCE : 604389 81137A

AUTHORIZATION : Patricia Pigut

COST LIMIT : \$ 87.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 NOV 18 AM 10:38

FILED

ORDER DATE : November 18, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 604389-005

CUSTOMER NO: 81137A

900002350699--2

CUSTOMER: Ms. Karen Roche  
Zuckerman Spaeder Taylor &  
Suite 900 Miami Center  
201 South Biscayne Boulevard  
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: GULFSIDE RADIO ROAD, INC.

EFFECTIVE DATE:

XXXX	ARTICLES OF AMENDMENT	11/18/97
_____	RESTATED ARTICLES OF INCORPORATION	
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:		
XXX	CERTIFIED COPY	Document
_____	PLAIN STAMPED COPY	Update
_____	CERTIFICATE OF GOOD STANDING	Update
CONTACT PERSON: Stacy L. Earnest		Acknowledgment

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

97 NOV 18 AM 11:53

RECEIVED

## ARTICLES OF AMENDMENT

## FOR

## GULFSIDE RADIO ROAD, INC.

FILED  
97 NOV 18 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being all of the Shareholders of Gulfside Radio Road, Inc., a Florida corporation, do hereby adopt the following Articles of Amendment, in writing, in accordance with the proposal and recommendation by the Board of Directors of the corporation and pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, including Sections 607.1003 and 607.1006, Florida Statutes:

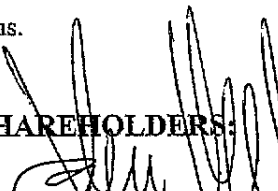
1. The name of the corporation is Gulfside Radio Road, Inc.
2. The Articles of Incorporation for Gulfside Radio Road, Inc. were filed with the Secretary of State for the State of Florida on June 12, 1996, effective June 10, 1996, and the document number assigned to the corporation is P96000050077.
3. The following Article is hereby added to the Articles of Incorporation, immediately following Article EIGHTH, as Article NINTH:

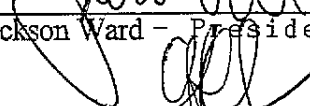
"NINTH: The purpose for which the Corporation is organized, subject to the provisions of the Florida Business Corporation Act, is solely to manage and operate the General Partnership interest in Radio Road Investors, Ltd., a Florida limited partnership (the "Partnership") and to act as the general partner in the Partnership with all of the rights, powers, obligations and liabilities of general partner under the Limited Partnership Agreement of the Partnership and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same."

4. The date of adoption of this Amendment is the date set forth below as the date of execution hereof.
5. In accordance with Sections 607.1003 and 607.1006, Florida Statutes, this Amendment has been approved by and adopted by all of the Shareholders of the corporation, as evidenced by their unanimous execution below. There are at present 2 Shareholders, without differentiation as to voting groups, and their approval by said execution below and by all of their votes so cast, is unanimous.

Dated this 17 day of November, 1997.

SHAREHOLDERS:

  
Jackson Ward - President

  
Stefan Johansson

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS AND  
SHAREHOLDERS TO CORPORATE ACTION  
OF GULFSIDE RADIO ROAD, INC.**

In lieu of a special meeting of the Board of Directors and Shareholders of Gulfside Radio Road, Inc., a Florida corporation (the "Company"), the undersigned, being all of the shareholders and members of the Board of Directors of the Company, pursuant to the Florida Business Corporation Act, do hereby consent to the resolutions hereinafter set forth, and declare that said resolutions shall be and hereby are actions taken by the Board of Directors of the Company as of the date hereof:

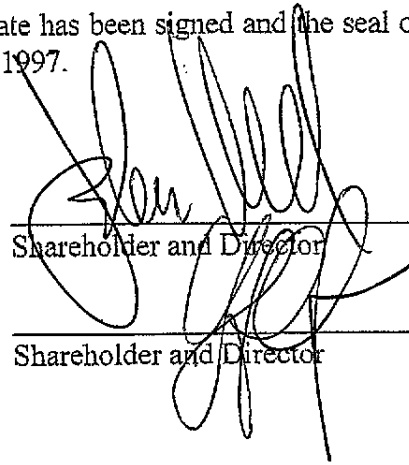
**WHEREAS**, the Directors have recommended the following Articles of Amendment to the Shareholders to the Company;

**WHEREAS**, the Shareholders deem that it is in the best interest of the Company to approve and adopt the Articles of Amendment set forth below.

**NOW, THEREFORE**, be it

**RESOLVED** the Company hereby approves and adopts the Articles of Amendment set forth on Exhibit A, attached and made a part hereof, and directs the shareholders to execute and deliver such Articles of Amendment to the Florida Secretary of State forthwith.

**IN WITNESS WHEREOF**, this Certificate has been signed and the seal of the Company has been affixed hereto this 17 day of November, 1997.

  
\_\_\_\_\_  
Shareholder and Director

\_\_\_\_\_  
Shareholder and Director

**EXHIBIT "A"**  
**ARTICLES OF AMENDMENT**  
**FOR**  
**GULFSIDE RADIO ROAD, INC.**

The undersigned, being all of the Shareholders of Gulfside Radio Road, Inc., a Florida corporation, do hereby adopt the following Articles of Amendment, in writing, in accordance with the proposal and recommendation by the Board of Directors of the corporation and pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, including Sections 607.1003 and 607.1006, Florida Statutes:

1. The name of the corporation is Gulfside Radio Road, Inc.

2. The Articles of Incorporation for Gulfside Radio Road, Inc. were filed with the Secretary of State for the State of Florida on June 12, 1996, effective June 10, 1996, and the document number assigned to the corporation is P96000050077.

3. The following Article is hereby added to the Articles of Incorporation, immediately following Article EIGHTH, as Article NINTH:

"NINTH: The purpose for which the Corporation is organized, subject to the provisions of the Florida Business Corporation Act, is solely to manage and operate the General Partnership interest in Radio Road Investors, Ltd., a Florida limited partnership (the "Partnership") and to act as the general partner in the Partnership with all of the rights, powers, obligations and liabilities of general partner under the Limited Partnership Agreement of the Partnership and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same."

4. The date of adoption of this Amendment is the date set forth below as the date of execution hereof.

5. In accordance with Sections 607.1003 and 607.1006, Florida Statutes, this Amendment has been approved by and adopted by all of the Shareholders of the corporation, as evidenced by their unanimous execution below. There are at present 2 Shareholders, without differentiation as to voting groups, and their approval by said execution below and by all of their votes so cast, is unanimous.

Dated this \_\_\_\_ day of November, 1997.

**SHAREHOLDERS:**

\_\_\_\_\_  
Jackson Ward

\_\_\_\_\_  
Stefan Johansson