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FALL RIVER, MA 01921-0007
951-223-1111
1-800-142-8080

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LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 024018 4719728

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 19 PM 3:30

ORDER DATE : July 18, 1996

ORDER TIME : 10:34 AM

ORDER NO. : 024018

CUSTOMER NO: 4719728

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CUSTOMER: Stacey S. Goldstein, Esq
RUBINSTEIN & KORNIK

Suite 1100
800 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: MIAMI BROADCAST CENTER, INC.

EFFECTIVE DATE:

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: Daniel W Leggett

EXAMINER'S INITIALS:

96 JUL 19 PM 11:14
DIVISION OF CORPORATIONS

cf
7/18/96

ARTICLES OF INCORPORATION
OF
MIAMI BROADCAST CENTER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 18 PM 3:30

The undersigned, natural persons competent to contract, hereby make, subscribe, acknowledge and adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of this corporation is: MIAMI BROADCAST CENTER, INC.

The principal office and mailing address of this corporation is: 1674 Meridian Avenue, Suite 300, Miami Beach, Florida 33139.

ARTICLE II CORPORATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1998 N.E. 188th Street, North Miami Beach, Florida 33179 and the name of the initial registered agent at that address is Ronald Wishna.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have Two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The names and addresses of the initial members of the Board of Directors of this corporation are:

Ronald J. Wishna
1998 N.E. 188th Street
North Miami Beach, Florida 33179

David Geisler
9341 Collins Avenue #402
Miami Beach, Florida 33154

ARTICLE VII - INCORPORATOR

The name and addresses of the Incorporators to these Articles of Incorporation are:

Ronald J. Wishna
1998 N.E. 188th Street
North Miami Beach, Florida 33179

David Gaislor
9341 Collins Avenue #402
Miami Beach, Florida 33154

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which

those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 17th day of July, 1996.

RONALD J. WISHNA
Incorporator

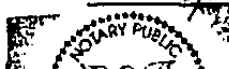
DAVID GEISLER
Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17th day of July, 1996, by RONALD J. WISHNA. He is personally known to me or who has produced N/A as identification.

STATE OF FLORIDA) OFFICIAL NOTARY SEAL
COUNTY OF DADE) GARY H. KORNICK
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 23, 1998

The foregoing instrument was acknowledged before me this 17th day of July, 1996, by DAVID GEISLER. He is personally known to me or who has produced N/A as identification.



 Printed Name: GARY H. KORAIK
 NOTARY PUBLIC
 My Commission Expires: _____
 OFFICIAL NOTARY SEAL
 GARY H. KORAIK
 COMMISSION NO. 0038713
 MY COMMISSION EXPI. JULY 23, 1998

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.0501 FLORIDA STATUTES, (1994, Supp.), as may be amended, the following is submitted:

That, MIAMI BROADCAST CENTER, INC., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 1998 N.E. 188th Street, North Miami Beach, Florida 33179 and the name of the initial registered agent at that address is RONALD J. WISHNA, as its Registered Agent to accept service of process within the State of Florida; and

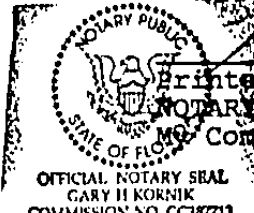
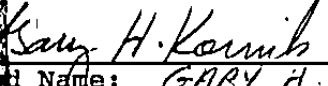
That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, RONALD J. WISHNA, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.



RONALD J. WISHNA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17th day of July, 1996, by RONALD J. WISHNA. He is personally known to me or who has produced N/A as identification.

 
Printed Name: GARY H. KORNIK
NOTARY PUBLIC
Commission Expires: _____
OFFICIAL NOTARY SEAL
GARY H. KORNIK
COMMISSION NO. CC18713
MY COMMISSION EXP. JULY 23, 1998

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