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HOW, LOINES & ALBERTSON
A PROFESSIONAL LIMITED LIABILITY COMPANY
ATTORNEYS AT LAW

ELISE C. FELLNER
LEGAL ASSISTANT
DIRECT DIAL 202-776-2226

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July 18, 1996

VIA FEDERAL EXPRESS

Department of State
New Filings Division
409 E. Gaines Street
Tallahassee, Florida 32399

Re: MMM Broadcasting, Inc.

To whom it may concern,

300001911993
-08/02/96--01078--020
*****70.00 *****70.00

Enclosed please find two copies of the Articles of Incorporation and a check for \$70.00 to cover the incorporation fees. Please return a file stamped copy of the Articles to me in the enclosed envelope.

If you have any questions, please contact me at 1-800-858-2500 x2626.

Sincerely,

Elise C. Fellner
Elise C. Fellner

enclosures
cc (w/o encl.):

Mr. Howard Goldsmith
John R. Feore, Jr., Esq.

PH 8/12/96
wro
16260
8/5/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 AUG 12 AM 11:06
DIVISION OF CORPORATION

August 5, 1996

ELISE C. FELLNER
1200 NEW HAMPSHIRE AVE NW, SUITE 800
WASHINGTON, DC 20036-6802

SUBJECT: MMM BROADCASTING, INC.
Ref. Number: W96000016260

We have received your document for MMM BROADCASTING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 596A00037212

*Return
CT*

*8-12
Pamela,
Please see
attached docs.
Also, please
back date to 8-5.
Thank you.
Tamar*

**ARTICLES OF INCORPORATION
OF
MMM BROADCASTING, INC.**

FILED
96 AUG -5 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of MMM Broadcasting, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

MMM BROADCASTING, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

6699 N. Federal Highway
Boca Raton, FL 33487

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 8:00 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is and the name of the corporation's initial registered agent at that address is

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and address of the initial directors are:

Howard Goldsmith
6699 N. Federal Highway
Boca Raton, Florida 33487

Susan Goldsmith
6699 N. Federal Highway
Boca Raton, Florida 33487

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Elise C. Fellner
1200 New Hampshire Avenue, NW
Washington, DC 20036

The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the card of directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any

bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 1st day of August, 1996.



Elise C. Fellner, Incorporator

FILED

96 AUG -5 AM 11:30

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE
SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION
AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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 OBLIGATIONS OF MY POSITION
AS REGISTERED AGENT.

CT CORPORATION SYSTEM

DATE: 8-12-96

BY: Connie Bryan

Connie Bryan,
Special Assistant Secretary