networks

96 SEP -9 AHH: 13

PHINTERING MARIE ACCOUNT NO. : 072100.000032 CF Commentation

REFERENCE : 078426 4303929

AUTHORIZATION : .

COST LIMIT : \$122.50

ORDER DATE: September 9, 1996

ORDER TIME : 10:07 AM

ORDER NO. : 078426

CUSTOMER NO: 4303929

800001942178

CUSTOMER: Ms. Sheryl C. Vainstein

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P. A.

20th Floor

1221 Brickell Avenue Miami, FL 33131-3238

DOMESTIC FILING

MEDIA MIAMI, INC. NAME:

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

____ PLAIN STAMPED COPY

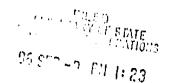
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF



MEDIA MIAMI, INC.

ARTICLE !

The name of the corporation is MEDIA MIAMI, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1330 Ocean Drive, 4th Floor, Miami Beach, Florida 33139

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value Per Share	Class of Stock
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

Lawrence Mestel 1330 Ocean Drive, 4th Floor Mlami Beach, Florida 33139

Susan W. Hart 1330 Ocean Drive, 4th Floor Miami Beach, Florida 33139

ARTICLE VII

The name of the Incorporator is Richard J. Giusto and the address of the Incorporator is Greenberg Traurig, 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 6th day of Soptember, 1996.

Richard J. Giusto

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MEDIA MIAMI, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

Karen B. Rozar, at its Registered Age

Dated: September 9 , 1996