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1201 HAYS STREET
MIAMI, FL 33134
904-2-917
904-2-0111 FAX
B 00014-0006
07 SEP 1996



96 SEP -9 AM 11:13

PROFESSIONAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032 OF CORPORATION

REFERENCE : 078426 4303929

AUTHORIZATION : *Patricia Pizato*
COST LIMIT : \$122.50

ORDER DATE : September 9, 1996

ORDER TIME : 10:07 AM

ORDER NO. : 078426

CUSTOMER NO: 4303929

300001942173

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: MEDIA MIAMI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: *gn 9/9/96*

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
MEDIA MIAMI, INC.

FILED
STATE
INCORPORATIONS
95 SEP - 2 PM 1:23

ARTICLE I

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:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
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
Miami Beach, Florida 33139

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

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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 September, 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.

Karen B. Rozar, at its

Corporation Service Company


Registered Agent

Dated: September 9, 1996