

**CORPORATE
ACCESS,
INC.**

P96000016774

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

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FILING *Articles*

1.) (CORPORATE NAME & DOCUMENT #)

FLORIDA STATE
037167965-01020-000
\$441.25 \$441.25

2.) (CORPORATE NAME & DOCUMENT #)

EFFECTIVE DATE

9-12-96

3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

6.) (CORPORATE NAME & DOCUMENT #)

7.) (CORPORATE NAME & DOCUMENT #)

8.) (CORPORATE NAME & DOCUMENT #)

9.) (CORPORATE NAME & DOCUMENT #)

10.) (CORPORATE NAME & DOCUMENT #)

56 SEP 16 1996
FLORIDA STATE
CORPORATE
RETRIEVAL
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NC SEP 16 1996

EFFECTIVE
9-12-96

Articles of Incorporation
of
RADIO UNICA CORP.

The undersigned Incorporator hereby forms a corporation under
the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

RADIO UNICA CORP.

RECEIVED
FLORIDA
CORPORATION
COMMISSION
15-11-96
51-3555
FILED

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

c/o KTG&S Registered Agent Corporation
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

ARTICLE III. CAPITAL STOCK

The Corporation's authorized capital stock and the
characteristics of such stock shall be as follows:

| <u>NUMBER OF SHARES</u> | <u>AUTHORIZED</u> | <u>PAR VALUE PER SHARE</u> | <u>CLASS OF STOCK</u> |
|-------------------------|-------------------|----------------------------|-----------------------|
| 100,000 | | \$.10 | VOTING COMMON |
| 100,000 | | \$.10 | NON-VOTING COMMON |

Each share of voting common stock shall entitle the holder
thereof to one vote, in person or by proxy, on any matter on
which actions of the shareholders is sought. The holder of
shares of non-voting common stock shall have no right to vote
such shares except as otherwise provided by the Florida Business
Corporation Act as amended from time to time. The shares of
voting common stock and non-voting common stock shall be
identical in all respects other than the aforementioned voting
differential.

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on September 12, 1996. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

KTG&S Registered Agent Corporation
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

KTG&S Registered Agent Corporation
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

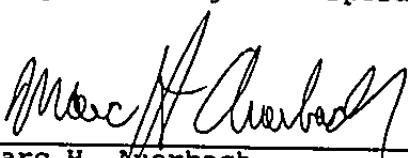
ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of September 12, 1996.

KTG&S Registered Agent Corporation

By:



Marc H. Auerbach,
President

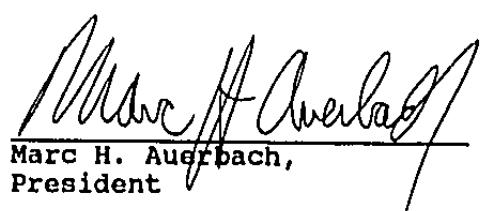
CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of RADIO UNICA CORP. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S Registered Agent Corporation

By:


Marc H. Auerbach,
President

Dated: September 12, 1996

FILED

96 SEP 16 PM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000076774

ARTICLES OF MERGER
Merger Sheet

MERGING:

RADIO UNICA CORP., a Florida corporation, P96000076774

INTO

RADIO UNICA CORP., a Delaware corporation not qualified in Florida

File date: August 7, 1997

Corporate Specialist: Darlene Connell

08/11/1997, 10:12 : 05-442-4078
8/07/97

PAGE 01

P96000076774

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4

((((H97000013005 8))))

TO: DIVISION OF CORPORATIONS FAX #: (850) 922-44
FROM: ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, ACCT#: 0766240034
CONTACT: CARLOS F ARAZOZA
PHONE: (305) 444-6226 FAX #: (305) 442-44

NAME: RADIO UNICA CORP.

AUDIT NUMBER.....H97000013005

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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8/11/97
10:12 AM
FLORIDA

Mberger
08-11-97
DC

08/08/1997 17:09 . 305-442-4029

PAGE 01

3/07/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

41

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0: DIVISION OF CORPORATIONS FAX #: (850) 922-40
FROM: ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, ACCT#: 0766240034
CONTACT: CARLOS Y ARAZOZA
PHONE: (305) 444-6226 FAX #: (305) 442-48

AME: RADIO UNICA CORP.
AUDIT NUMBER.....H97000013005
DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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08/08/1997, 12:57 , 305-442-4029

PAGE 01

8/07/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:

((H97000013005 8)))

TO: DIVISION OF CORPORATIONS FAX #: (850) 922-40
FROM: ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, ACCT#: 0766240034
CONTACT: CARLOS F ARAZOZA
PHONE: (305) 444-6226 FAX #: (305) 442-4029

NAME: RADIO UNICA CORP.
AUDIT NUMBER.....H97000013005
DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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FLORIDA DIVISION OF CORPORATIONS

08/07/1997 17:06 305-442-4029

PAGE 01

8/07/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:

((H97000013005 8)))

0: DIVISION OF CORPORATIONS FAX #: (850)922-40
FROM: ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, ACCT#: 0766240034
CONTACT: CARLOS F ARAZOZA
PHONE: (305)444-6226 FAX #: (305)442-48

NAME: RADIO UNICA CORP.
AUDIT NUMBER.....H97000013005
DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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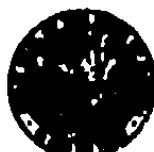
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97 AUG - 8 AM 7:17

FLORIDA DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

August 8, 1997

RADIO UNICA CORP.
2 ALGEMINA PLACE
STE 508
CORAL GABLES, FL 33134US

SUBJECT: RADIO UNICA CORP.
REF: P96000076774

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

The cover sheet and first page of the merger were the only legible pages.

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 (850) 487-6906.

Barbara Connell
Corporate Specialist

FAX Aud. #: 857000013005
Letter Number: 697A00040362

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

August 8, 1997

RADIO UNICA CORP.
2 ALGAMBRAS PLAZA
STE 508
CORAL GABLES, FL 33134US

SUBJECT: RADIO UNICA CORP.
REF: P96000076774

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The document must be entitled Articles of Merger.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000013005
Letter Number: 997A00040440

H97000013005

ARTICLES OF MERGER

OF

RADIO UNICA CORP.
(a Delaware corporation)

AND

RADIO UNICA CORP.
(a Florida corporation)

Pursuant to the provisions of Sections 607.1105 and 607.1107 of Florida Statutes, these Articles of Merger provide that:

1. RADIO UNICA CORP., a Florida corporation, shall be merged with and into RADIO UNICA CORP., a Delaware corporation, which shall be the surviving corporation.

2. The merger shall become effective on August 7, 1997 both of these Articles of Merger have been filed by the Secretary of State of Florida and a Certificate of Merger has been filed by the Secretary of State of Delaware (the "Effective Time").

3. The Agreement and Plan of Merger dated August 7, 1997, pursuant to which RADIO UNICA CORP., a Florida corporation, shall be merged with and into RADIO UNICA CORP., a Delaware corporation, (the "Merger"), was adopted by all of the shareholders of both corporations by written consent dated August 7th 1997 and is attached hereto as Exhibit "A".

RADIO UNICA CORP.
a Delaware corporation

By: Joaquin Blaya
Joaquin Blaya
Chief Executive Officer

RADIO UNICA CORP.
a Florida corporation

By: Joaquin Blaya
Joaquin Blaya
Chief Executive Officer

Prepared by: Adelaida Fernandez-Fraga, Esq.
101 Madeira Ave.
Coral Gables, FL 33134
(305) 444-6226
Florida Bar No. 435058

By: Joaquin Blaya
Its: CHIEF EXECUTIVE OFFICER

97 AUG -7 PH 4:30
SOUTHERN STATE
TALLAHASSEE, FLORIDA
FILED

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AGREEMENT AND PLAN OF MERGER

BETWEEN

RADIO UNICA CORP.
(a Delaware corporation)

AND

RADIO UNICA CORP.
(a Florida corporation)

Agreement and Plan of Merger dated this August 7, 1997 pursuant to section 252 of the General Corporation Law of Delaware, between RADIO UNICA CORP., a Delaware corporation, and RADIO UNICA CORP., a Florida corporation.

WITNESSETH that:

WHEREAS, all the constituent corporations (the "Constituent Corporations") desire to merge into a single corporation and

NOW THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: RADIO UNICA CORP., a Delaware corporation hereby merges (the "Merger") into itself RADIO UNICA CORP., a Florida corporation (the "Merged Company") and said RADIO UNICA CORP., a Delaware corporation shall be the surviving corporation (the "Surviving Company").

SECOND: That the Certificate of Incorporation of RADIO UNICA CORP., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving Corporation.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares of the Surviving Corporation shall be as follows:

a) Each share of common stock of the Merged Corporation which shall be outstanding on the effective date of this Merger and all rights in respect thereof shall forthwith be changed and converted into shares of preferred and common stock as follows:

| SHAREHOLDER | COMMON STOCK | PREFERRED STOCK | COMMON STOCK |
|------------------|-----------------------------------|--------------------------------|-------------------------------|
| | Florida Corp. \$1.00 par value | Delaware Corp. \$100.00 par | Delaware Corp. \$10.00 par |
| Joaquin Blaya | 3,450 | 1,707.75 | 172.50 |
| Herbert M. Levin | 3,450 | 1,707.75 | 172.50 |
| Andrew Goldman | 1,600 | 792.00 | 80.00 |
| Alan Stess | 1,000 | 495.00 | 50.00 |
| Barrett Alley | 500 | 247.50 | 25.00 |

H97000013005

H9700013005

b) After the effective date of this Merger, each holder of an outstanding certificate representing shares of common stock of the Merged Corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common and preferred stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the Merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporation purposes as evidencing the ownership of shares of the surviving corporation as though said surrender had taken place.

FOURTH: The terms and conditions of the Merger are as follows:

- (a) The bylaws of the surviving corporation as they shall exist on the effective date of this Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended, or repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall be continue in office until the next annual meeting of the stockholders and until their successors shall have been elected and qualified.
- (c) The Merger shall become effective on August 7, 1997.
- (d) Upon the Merger becoming effective (the "Effective Time") the surviving corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the constituent corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the constituent corporations shall be vested in the surviving corporation without further act or deed. The title to or any interest in any real estate vested in either of the constituent corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the constituent corporations, shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all of the obligations of each of the constituent corporations existing as of the Effective Time.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused these presents to be executed by the Chief Executive Officer of each party hereto as the respective act, deed and agreement of each of said corporations, on this 7th day of August 1997.

RADIO UNICA CORP., a
Delaware corporation

By: 
Joaquin Blaya, CEO

RADIO UNICA CORP., a
Florida corporation

By: 
Joaquin Blaya, CEO

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ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF DADE

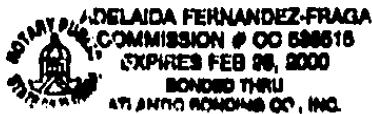
The foregoing instrument was acknowledged before me this 7th day of August, 1997, by Teresa Blas, as Chief Executive Officer of RADIO UNICA CORP., a Delaware corporation, on behalf of the corporation. He is personally known to me or has produced as identification and did take an oath.

NOTARY PUBLIC:

Signature 

Printed Name Adelaida Fernandez-Fraga

State of Florida at Large (Seal)
My Commission Expires:



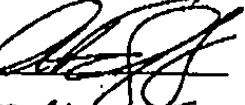
ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF DADE

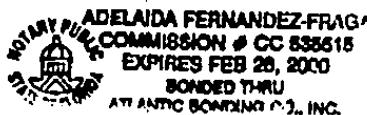
The foregoing instrument was acknowledged before me this day of , 19 , by Teresa Blas, as Chief Executive Officer of RADIO UNICA CORP., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced as identification and did take an oath.

NOTARY PUBLIC:

Signature 

Printed Name Adelaida Fernandez-Fraga

State of Florida at Large (Seal)
My Commission Expires:



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