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FAX #: (904) 922-4001

ACCT#: 071001002335

FAX #: (305) 716-0346

PAGES..... 3

DEL.METHOD.. FAX

EST. CHARGE.. \$122.50

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ARTICLES OF INCORPORATION
OF

RCN/RADIO KLARIDAD, Inc.

The Undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: RCN/RADIO KLARIDAD, Inc.

The principal place of business of this corporation shall be: 13499 Biscayne Boulevard, Suite 210, North Miami, Florida 33181.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 shares at \$1,000.00

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successors(s) is(are) elected, is(are):

Prepared by: Jose Fernando Escobar
11635 S.W. 123rd Ave.
Miami, FL 33186
(305) 595-3964

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Hernando Diaz-
Cobo, President. 13499 Biscayne Boulevard, Suite 210, North Miami, Florida 33181.

- by Mauricio Calle, secretary. 3646 37
Street, Long Island City, New York 11101

- by Phillipe Balavoine. 1072 Laskin Road,
Virginia Beach, Virginia 23451.

ARTICLE VI STOCK DISTRIBUTION

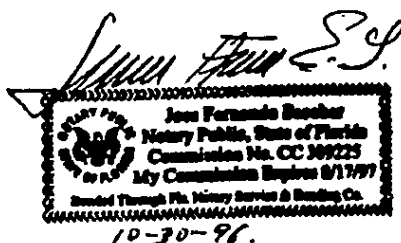
- RCN International Corporation, represented by Mauricio Calle, 33% of stock.
- Dermapharm, Virginia, Inc., represented by Phillipe Balavoine, 33% of stock.
- Latin Radio and T.V. Broadcasting Corporation, represented by Hernando Diaz-Cobo, 34% of stock.

ARTICLE VII INCORPORATORS(s)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

- Hernando Diaz-Cobo, 13499 Biscayne Boulevard, Suite 210, Miami, Florida 33181.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation 30th day of October 1996.



Signature(s) of Incorporator(s)

[Handwritten Signature]

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: RCN/RADIO KLARIDAD, Inc.
2. The name and address of the registered agent and office is:

Hernando Diaz-Cobo

13499 Biscayne Boulevard, Suite 210, North Miami, Florida 33181.

SIGNATURE _____

TITLE _____

DATE _____

President

10-30-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE _____

DATE _____

10-36-96

REGISTERED AGENT FILING FEE:

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FAS-T ORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: RCN/RADIO KLARIDAD, INC.

AUDIT NUMBER.....H97000000292

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
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TALLAHASSEE, FLORIDA

01/07/97

12:37

NO. 292

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
97 JAN -7 PM 1:24
SECRET
TALLAHASSEE
FLORIDA

RCN/RADIO KLARIDAD, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VI: Will be replaced by:

- RCN International, Inc., represented by Mauricio Calle, 33% of stock.
- Dermapharm, Virginia, Inc., represented by Phillipa Belavoine, 33% of stock.
- Latin Radio and T.V. Broadcasting Corporation, represented by Hernando Diaz-Cobo, 34% of stock.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 11-22-96.

FOURTH: Adoption of Amendment(s) (check one)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Prepared by: Jose F. Escobar
11635 SW 123rd Ave.
Miami, FL 33186

(305) 919-2953 (continued)

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THIRD: The date of each amendment's adoption: 11/22/96

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment.

*The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 7 day of January, 19 97.

Signature

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an Incorporator if adopted by the Incorporators)

HERNANDO DIAZ-COBDO

Typed or printed name

PRESIDENT

Title

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