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Name
Fernando Jimenez,

4865 Northwest 36th Street, Suite 222,
Miami Springs, Florida, 33166-6001.

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PLANET RADIO CORPORATION
(Corporation Name) (Document #)
2. _____
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(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

Examiner's Initials

12-2-96
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**ARTICLES OF INCORPORATION
OF
PLANET RADIO CORPORATION**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is **PLANET RADIO CORPORATION**.

The principal place of business of this corporation shall be: 4865 Northwest 36th Street, Suite 222, Miami Springs, Florida 33166-6001.

**ARTICLE TWO
CORPORATE DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholder as hereafter provided.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To transact all lawful business for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes;
2. To take, buy, exchange, lease, borrow, or otherwise acquire tangible goods and any interest or right therein, and to hold, own, operate, control, maintain, and manage such tangible goods and interest in any manner that may be necessary, useful, or advantageous for the purpose of this corporation;
3. To export, sell, assign, convey, exchange, lease, and otherwise deal in and dispose of such tangible goods as may lawfully be acquired, held, borrowed, or disposed of by the corporation under the laws of the State of Florida;
4. To lend money for any corporate purpose, invest and reinvest its funds, and to take and hold their payment of funds so loaned or invested;
5. To have and to exercise all the power now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized any and all acts amendatory thereof and supplemental thereto;
6. To conduct its business, carry on its operations, and have offices and exercise the powers herein, within or outside of this state;

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7. To make donations for the public welfare or for charitable, scientific or educational purposes;
8. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees; and
9. The above-enumerated authority shall not be construed as limiting or restricting in any manner the authority of this corporation which shall always have such incidental authority as may be connected with or related to any specific authority herein enumerated.

ARTICLE FOUR CAPITAL STOCK

- (a) The corporation is authorized to issue 500 shares of common stock with a par value of \$ 1.00 a share.
- (b) All shares of stock issued by the Corporation shall be represented by certificates.

ARTICLE FIVE ISSUANCE OF STOCK

At any time and from time to time when authorized by resolution of the board of directors and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unused shares authorized by the articles of incorporation of the corporation as originally filed or by any amendment thereof, or out of shares of its stock acquired after the issue, and whether or not the shares issued or sold shall confer upon the holders of them the right to exchange such shares for other shares of stock of the corporation of any class or classes. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, cash, labor done, personal property or real property, or leases thereof, and in the absence of actual fraud in the transaction, the judgment of the directors of the corporation as to value of the labor, property, real estate, or lease thereof so received, shall be conclusive.

ARTICLE SIX PREEMPTIVE RIGHTS

Each shareholder the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unused shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE SEVEN STOCK TRANSFERS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of sixty (60) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purpose of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit. On the death of any shareholder, immediately following his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

ARTICLE EIGHT DIRECTORS

The business of the corporation shall be managed and conducted by a board of not less than one and not more than five directors. The number shall be fixed by the bylaws and may be changed from time to time. The name and address of the initial Director of the corporation is: Fernando Jimenez of 4865 Northwest 36th Street, Suite 222, Miami Springs, Florida 33166-6001.

ARTICLE NINE DIRECTORS - INDEMNIFICATION

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts, paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors, [subject to the approval of a majority of shareholders] that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or

proceedings by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceedings, on a preliminary determination, that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she entitled to be indemnified by the corporation as authorized in this section.

(b) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

(e) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE TEN DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under law.

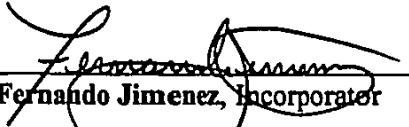
ARTICLE ELEVEN REGISTERED AGENT

The initial registered agent for this corporation is Fernando Jimenez, and the initial registered office is located at 4865 Northwest 36th Street, Suite 222, Miami Springs, Florida, 33166-6001.

**ARTICLE TWELVE
INCORPORATOR**

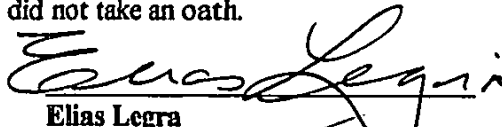
The name and street address of the Incorporator is Fernando Jimenez of 4865 Northwest 36th Street, Suite 222, Miami Springs, Florida 33166-6001.

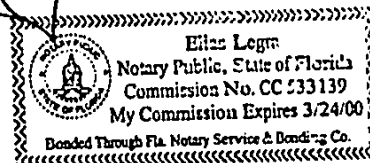
DATED on November 21, 1996


Fernando Jimenez, Incorporator

**STATE OF FLORIDA
COUNTY OF DADE**

The foregoing instrument was acknowledged before me on this 21st day of November, 1996, by Fernando Jimenez, who personally appeared before me at the time of notarization, and who produced a driver's license for identification and who did not take an oath.



Elias Legra
NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



CONSENT OF REGISTERED AGENT

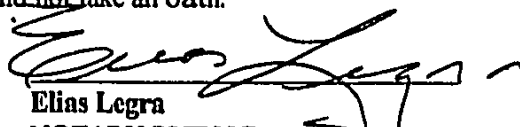
HAVING BEEN NAMED as registered agent and to accept service of process for the above stated corporation at the registered office designated in the foregoing articles of incorporation, I hereby accept the designation as registered agent and agree to act in this capacity. I further agree to comply with provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

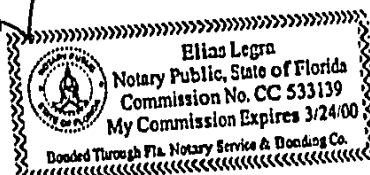
DATED on November 21, 1996


Fernando Jimenez, Registered Agent

**STATE OF FLORIDA
COUNTY OF DADE**

The foregoing instrument was acknowledged before me on this 21st day of November, 1996, by Fernando Jimenez, who personally appeared before me at the time of notarization, and who produced a driver's license for identification and who did not take an oath.


Elias Legra
NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



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