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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)

ACCT#: 076077002561

CONTACT: MARIA FELICIANO

PHONE: (305)376-6037

FAX #: (305)376-6010

NAME: THE SMOKE SHOW, INC.

AUDIT NUMBER.....H97000001863

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/31/97

FAX AUDIT NO.: H97000001863

**ARTICLES OF INCORPORATION
OF
THE SMOKE SHOW, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Place of Business

The name of the corporation is THE SMOKE SHOW, INC.

The corporation's initial principal place of business shall be 800 Douglas Road, Ste. 340, Coral Gables, Florida 33134.

Article II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

THIS DOCUMENT PREPARED BY:

Norma de Milguel, Esq.
Gunster, Yoakley, Valdes-Fauli &
Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6019

Florida Bar No.: 0985066

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Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Mailing Address

The initial mailing address of the corporation is 800 Douglas Road, Ste. 340, Coral Gables, Florida 33134.

Article V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock each having \$0.01 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Suite 3400 - One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131-1897, and the name of the initial registered agent of this corporation at that address is Norma de Miguel, Esq.

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Article VII

Directors

(a) Number. This corporation shall have one (1) director initially which shall be appointed by the incorporator. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII

Indemnification

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida 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, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

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A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

Article IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X

Incorporator

The name and street address of the incorporator of this corporation are:

Norma de Miguel, Esq.
c/o Suite 3400 - One Biscayne Tower
Two South Biscayne Boulevard
Miami, Florida 33131-1897

Article XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 24, 1997

PERRY WARNER
6240 39 STREET NO.
PINELLAS PARK, FL 33781

SUBJECT: CLEARCHANNEL SYSTEMS, INC.
Ref. Number: W97000001789

We have received your document for CLEARCHANNEL SYSTEMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 297A00003634

9. Officers.

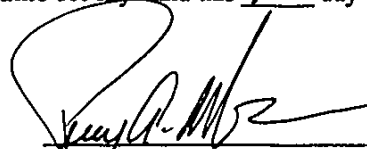
The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Perry A. Warner	President 6240 39th Street North, Suite F Pinellas Park, Florida 33781
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Lisa M. Warner	Vice President 6240 39th Street North, Suite F Pinellas Park, Florida 33781
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Jeannette H. Warner	Secretary / Treasurer 6240 39th Street North, Suite F Pinellas Park, Florida 33781
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I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 1st day of JANUARY, 97.

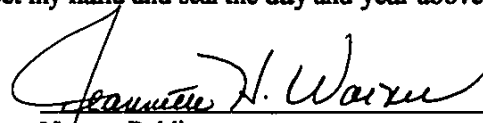

Perry A. Warner

State of FLORIDA)
County of PINEHILLS) ss

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97 JAN 31 PM 3
TALLAHASSEE

BE IT REMEMBERED that on this 1st day of January 1997, personally came before me, a Notary Public for the State of FLORIDA, Perry A. Warner, to me personally known to be the same person who executed the foregoing Certificate, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.


Notary Public

My commission expires:
09/29/2000

