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CORPORATION(S) NAME

EFFECTIVE DATE

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Verifier

Acknowledgment

W.P. Verifier

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RADIO COLLECTIVE INTERNATIONAL, INC.

EFFECTIVE DATE

ARTICLES OF INCORPORATION

97 FEB 25 PM 2: 07

SECRETARY OF STATE TALLAHASSEE, FLORIDA

THE UNDERSIGNED, desiring to incorporate a corporation under the provisions of the Florida Corporation Act does hereby certify:

- 1. The name of the corporation is RADIO COLLECTIVE INTERNATIONAL, INC.
- 2. The term for which the corporation is to exist is perpetual.
- 3. The general nature of the business to be transacted by the corporation shall be to engage in any act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Corporation Act.
- 4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is five hundred (500) shares of common stock having a par value of one dollar (\$1.00) each.
- 5. The initial principal office of the corporation shall be located at 10822 N.W. 7th Avenue, Miami, FL 33168. Registered Agent shall be CARMELAU MONESTIME.
- 6. The initial Board of Directors shall be comprised of one (1) member. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

The names and addresses of the initial Directors are:

NAME
ADDRESS

CARMELAU MONESTIME 10822 N.W. 7th Avenue, Miami, FL 33168

7. The name and address of the incorporator hereof is:

CARMELAU MONESTIME, 10822 N.W. 7th Avenue, Miami, FL 33168

- 8. The formation of the corporation shall be effective as of the date of execution and acknowledgment hereof.
- 9. With respect to all shares of stock of the corporation, every Shareholder upon a sale for cash or other property of any such new shares of stock, or options or warrants therefore, shall have the pre-emptive right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price at which such new shares of stock, or option or warrants therefor, are offered to others.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this $20\frac{\text{M}}{\text{M}}$ day of FERRURRY, 1997.

CARMELAU MONESTIME

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared CARMELAU MONESTIME, who (is known to me personally) (produced a valid driver's license as identification) and upon being first duly sworn acknowledged that he executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 2044 day of February, 1997.

NOTARY PUBLIC, State of Florida

My Commission expires:

My Comin Exp. 12/06/98
Bonded By Service Ins
No. CC414146
[] Personally Known Month & F.L. Dr. L.C.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE VERIFIED

FILED

97 FEB 25 PM 2: 07

SECRETARY OF STATE TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That RADIO COLLECTIVE INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, with its principal office at 10822 N.W. 7th Avenue, Miami, FL 33168, County of Dade, State of Florida, has named CARMELAU MONESTIME, located at 10822 N.W. 7th Avenue, Miami, FL 33168, Dade County, Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated entity, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

CARMELAIL MONESTIME