

P97000071727

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FILED
MAR -6 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V. Stephen Cohen
Brenda M. Combs
Lisa L. Cullaro
David S. Jennis
Ralph P. Mangione
Aminie Mohip
R. Marshall Rainey
James M. Reed

Ricardo A. Rolle
John A. Schifino
William J. Schifino, Jr.
Scott I. Steady
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David B. Weinstein
Robert V. Williams

March 2, 1998

Secretary of State
Division of Corporations
Corporate Charter Section
409 E. Gaines Street
Tallahassee, Florida 32399

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-03/06/98--01100--007
*****35.00 *****35.00

Re: Theater Radio Network, Inc.

Dear Sir/Madam:

Attached are an original and one copy of the Change of Registered Office and Registered Agent of the above mentioned corporation. Please file the Change and return a date-stamped copy to our office. Enclosed is our check in the amount of \$35.00 in payment of the filing fee.

If you have any questions regarding the enclosed documentation and the filing thereof, please contact our office by telephone. Your assistance in this matter is sincerely appreciated.

Very truly yours,

Terry Ryan

Terry Ryan, Legal Secretary to
Aminie Mohip

Enclosure

WLWOD1C8

RA Chg.

VS MAR 11 1998

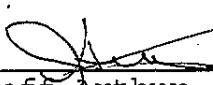
CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT
OF
THEATER RADIO NETWORK, INC.

FILED
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Theater Radio Network, Inc. hereby submits to the Department of State, State of Florida, the following change of its registered office and its registered agent in accordance with Florida Statute §607.0502:

1. The name of the corporation is Theater Radio Network, Inc. The date of incorporation was August 18, 1997, evidenced by document number P97000071727.
2. The street address of the present registered office is 3135 S.R. 580, Suite 11, Safety Harbor, FL 34695.
3. The street address to which the registered office is to be changed is One Tampa City Center, Suite 2600, Tampa, Florida 33602.
4. The name of the corporation's present registered agent is Steven M. Fishman, Esq.
5. The name of the corporation's successor registered agent is William J. Schifino, Jr.
6. The street address of the corporation's registered office and the street address of the business office of this corporation's registered agent, as changed, will be identical.
7. The change of registered office and registered agent was authorized by Resolution duly adopted by the corporation's Board of Directors.

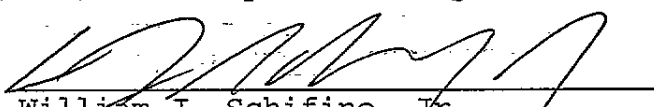
Dated and Effective: February 28, 1998.



Jeff Arthur
Title: Director and President

ACKNOWLEDGMENT:

HAVING BEEN NAMED registered agent and to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of the all statutes relative to the proper and complete performance of my duties and accept the obligation of my position as registered agent.



William J. Schifino, Jr.
Date: February __, 1998