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Feb 06 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P97000096790 (5)
1. Corporation Name
FLAG RADIO, INC.



Principal Place of Business
915 PINE TREE TERRACE
DELAND FL 32724

Mailing Address
915 PINE TREE TERRACE
DELAND FL 32724

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/10/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-3479469	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent		
HAWKINS, LYNN M 915 PINE TREE TERRACE DELAND FL 32724		81	Name	
		82	Street Address (P.O. Box Number is Not Acceptable)	
		83		
		84	City	
		FL	85	Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D HAWKINS, LYNN M 915 PINE TREE TERRACE DELAND FL 32724	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	D SWEET, JEFFREY C 595 W GRANADA BLVD, SUITE A ORMOND BECH FL 32174	2.1 TITLE	SD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	D Kiefer, Jerry E. 5119 South Ridgewood Ave., #13 Port Orange, FL 32127	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate, and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE *Sandra B. Mortham, Secretary of State*

Jan 10 1998 (904) 436-1811

CR2E034 (10/97)

MINUTES OF REGULAR MEETING OF BOARD OF DIRECTORS

Of Flag Radio, Inc. held at Norwoods Restaurant in New Smyrna Beach, Florida, on the 10th day of January, 1998, at five o'clock in the afternoon.

The President of the Corporation called the meeting to order. The following Directors were found present: Lynn Hawkins, Jeffrey Sweet, and Jerry Kiefer.

The Secretary then read the notice of meeting and stated that the same was sent to each and every director in accordance with the By-Laws.

On motion duly made and carried, notice was ordered spread upon the minutes.

The following business was thereupon taken up and transacted:

The motion was made by the Vice President and seconded by the Chairman that David Kaesemeyer of Daytona Beach, Florida, be hired as the first General Manager, such position to become effective at time of licensing by the Federal Communications Commission with salary and benefits to be determined at that time.

On motion duly made and carried the meeting proceeded to the election of officers for the ensuing year. The following officers were thereupon duly elected:

President: Lynn Hawkins

Vice President: Jerry Kiefer

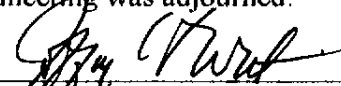
Secretary: Jeffrey Sweet

Treasurer: Lynn Hawkins

On motion duly made and carried the salaries of the officers were fixed as follows: subject to the profits realized by the Corporation.

There being no further business, the meeting was adjourned:

Dated the 10th day of January, 1996


Jeffrey Sweet, Secretary