P97000103824

PUBLIC ACCESS SYSTEM BLECTRONIC FILING COVER SHEET

=(((H97000020283 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PREMIER RADIO SYSTEMS, INC,.

AUDIT NUMBER..... H97000020283

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

CERT. OF STATUS...O

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:04:59

97 DEC 10 AM 9: 34
SLUALASSEE, FLORIDA

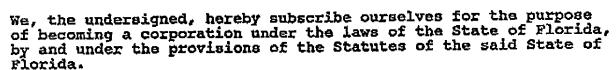
12/10/97

H97000020283



ARTICLES OF INCORPORATION

PREMIER RADIO SYSTEMS, INC.



ARTICLE I - NAME The name of the Corporation shall be PREMIER RADIO SYSTEMS, INC. Business shall be carried on in the State of Florida and in the United States of America and elsewhere, as may be authorized by the Board of Directors.

ARTICLE II - PURPOSE This Corporation is organized for the following purposes: SALES OF COMMUNICATION SYSTEMS and to transact in any and all lawful business authorized under the Statutes of the State of Florida.

ARTICLE III - CAPITAL STOCK The maximum number of shares of stock that the corporation shall have outstanding at any time shall be TWO HUNDRED shares of One Dollar par value.

ARTICLE IV - BEGINNING CAPITAL The amount of capital with which the Corporation shall begin business shall be not less than \$200.00 Dollars.

ARTICLE V - INITIAL OFFICE The principal office of this Corporation shall be 7570 N.W. 26th Avenue, Miami, Fl 33147 or any other location authorized from time to time by its Board of Directors.

<u> ARTICLE VI - DURATION</u> This Corporation shall have perpetual existence unless sooner terminated under the provisions of the laws of the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS The Corporation shall have two (2) Directors unless otherwise provided by Florida Law. The names and post office address of the First Board of Directors who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

Efren F. Medina

Alejandro Leal

Pres/Treas.

V-Pres/Secr.

438 East 9th Street Hialeah, Fl 33010 17600 M.W. 68 Ave. #204 Miami Lakes, Fl 33015

PREPARED BY: Cesar Brioso

M.B. TAX AND ACCOUNTING SERVICES, INC.

3300EAST 4th AVENUE, #6

HIALEAH, FL 30133

PHONE: (305) 887-0048

H97000020283

H97000020283

ARTICLE VIII - SUBSCRIBERS TO THE CERTIFICATE OF INCORPORATION
The names and subscribers to the Certificates of Incorporation and
the number of shares of stock and value thereof which each agreed
to take are:

<u>NAME</u> Alejandro Leal

VP/S

OFFICE SHARES VALUE
17600 N.W. 68 Ave. #204 200 \$200.00
Miami Lakes, Fl 33015

200 \$200.00

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now hereafter prescribed by Statute, and all rights conferred upon holders of stock herein granted subject to this provision.

This Corporation may be a Small Business Corporation as defined in Section 1244(c) (2) of the Internal Revenue Code.

IN WITNESS WHEREOF, We, the undersigned have made and hereby subscribe to this Certificate of Incorporation and Charter, and do hereby acknowledge this Certificate for the uses and purposes aforesaid, all on this 9th day of December of 1997.

Efren F. Medina President/Treasurer

Alejandro Leal Vice-President/Secretary

H97000020283

H97000020283

CERTIFICATE OF RESIDENT AGENT

In pursuance of Charter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-that PREMIER RADIO SYSTEMS, INC. organized under the laws of the State of FLORIDA, with its principal office, as indicated in the Articles of Incorporation at 7570 N.W. 26th Avenue, Miami, Fl 33147 has named EFREN F. MEDINA located at 438 East 9th Street, Hialeah, State of Florida 33010, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept said Act relative to keeping open said office.

Efren F. Medina Registered Agent

DEC 10 AM 9: 34

H97000020283