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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: PREMIER RADIO SYSTEMS, INC.,

AUDIT NUMBER.....H97000020283

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

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

(4)

ARTICLES OF INCORPORATION
OF

PREMIER RADIO SYSTEMS, INC.

We, the undersigned, hereby subscribe ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

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.

ARTICLE VI - DURATION

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	Pres/Treas.	438 East 9th Street Hialeah, Fl 33010
Alejandro Leal	V-Pres/Secr.	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

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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>	<u>OFFICE</u>	<u>SHARES</u>	<u>VALUE</u>
Alejandro Leal	VP/S 17600 N.W. 68 Ave. #204 Miami Lakes, Fl 33015	200	\$200.00
		<u>200</u>	<u>\$200.00</u>

ARTICLE IX - AMENDMENT

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.

ARTICLE X - SMALL BUSINESS

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.


Efrén F. Medina
President/Treasurer


Alejandro Leal
Vice-President/Secretary

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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

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TALLAHASSEE, FLORIDA

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