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January 7, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-01/08/98-01053-009  
\*\*\*\*122.50 \*\*\*\*122.50

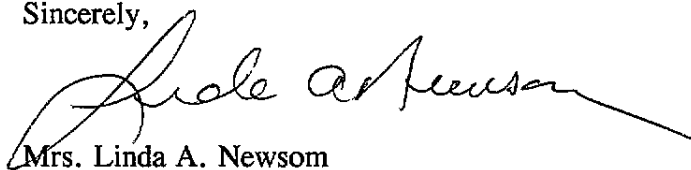
RE: Filing Articles of Incorporation  
RADIO "ECLAIR", INC.

Dear Sir or Madam:

Enclosed please find the original and (1) one copy of the Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50, which represents \$70.00 filing fee, \$52.50 for certified copy.

After the Articles of Incorporation have been filed, please return the Certified copy to my attention at the address on the letterhead in the enclosed Federal Express envelope.

Sincerely,



Mrs. Linda A. Newsom  
Paralegal

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Enc.

FILED  
98 JAN -8 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AB 1-12-98

## **ARTICLES OF INCORPORATION**

**OF**

**RADIO "ECLAIR", INC.**

### **ARTICLE I: NAME**

The name of this corporation is RADIO "ECLAIR", INC., whose address 521 Northeast 38 Street, Miami, FL 33137.

### **ARTICLE II: DURATION**

This corporation shall have perpetual existence.

### **ARTICLE III: PURPOSE**

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

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98 JAN -8 AM 10:21  
TALLAHASSEE, FLORIDA

#### **ARTICLE IV: CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

#### **ARTICLE V: PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 521 Northeast 38 Street, Miami, FL 33137, and the name of the initial registered agent of this corporation is Marie Lourdes Metellus.

#### **ARTICLE VII: INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Marie Lourdes Metellus  
521 Northeast 38 Street  
Miami, FL 33137

### ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles is:

Marie Lourdes Metellus Metellus  
521 Northeast 38 Street  
Miami, FL 33137

### ARTICLE IX: INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

### ARTICLE X: AMENDMENT

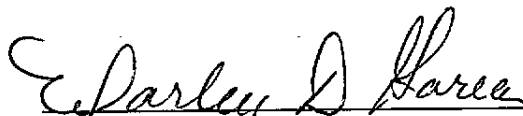
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

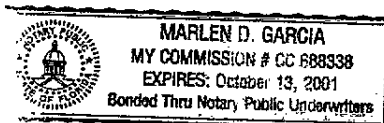
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28<sup>th</sup> day of October, 1997.

  
MARIE LOURDES ~~METELLUS~~ METELLUS

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of October, 1997 by MARIE LOURDES ~~METELLUS~~ <sup>METELLUS</sup>, who (X) is personally known to me or who ( ) has produced Marie Lourdes Metellus as identification and who did/did not take an oath.

  
Notary Public, State of Florida  
Print name: Marlen D. Garcia  
My Commission Expires:




## REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST: THAT, **RADIO "ECLAIR", INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, State of Florida, has named <sup>METELLUS</sup>~~METELLUS~~ **MARIE LOURDES** as its agent to accept service of process within the State of Florida.

  
\_\_\_\_\_  
**MARIE LOURDES** ~~METELLUS~~ **METELLUS**  
Title: President  
Date: 10/28/97

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. The undersigned is familiar with and accepts the obligations of this position.

  
\_\_\_\_\_  
**MARIE LOURDES** ~~METELLUS~~ **METELLUS**  
Registered Agent  
Date: 10/28/97

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98 JAN -8 AM 10:21  
STATE  
TALLAHASSEE, FLORIDA