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REFERENCE : 747087 7125168

AUTHORIZATION :

Patricia Puyant

COST LIMIT : \$ 70.00

ORDER DATE : March 19, 1998

ORDER TIME : 10:06 AM

ORDER NO. : 747087-005

CUSTOMER NO: 7125168

CUSTOMER: James Weber, Esq
JAMES E. WEBER, P.A.

Suite 502
501 South Flagler Drive
West Palm Beach, FL 33401

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 PM 12:49

DOMESTIC FILING

NAME: COHAN RADIO GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith
EXAMINER'S INITIALS:

RECEIVED
98 MAR 19 AM 10:10
DIVISION OF CORPORATIONS
[Signature]

ARTICLES OF INCORPORATION

OF

COHAN RADIO GROUP, INC.

FILED
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DIVISION OF CORPORATIONS
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The undersigned, acting as incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE ONE

NAME

The name of the Corporation is COHAN RADIO GROUP, INC.

ARTICLE TWO

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE THREE

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 501 South Flagler Drive, Suite 502 Flagler Center, West Palm Beach, Florida 33401.

ARTICLE FOUR

CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1,000), all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE
PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE SIX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the Corporation's registered office is 501 South Flagler Drive, Suite 502 Flagler Center, West Palm Beach, Florida 33401. The initial registered agent for the Corporation at that address is James E. Weber.

ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Peter L. Coughlin	5500 Timberline Circle 16 Woodshire Ct. Palm Beach Gardens, FL 33418 Ballston Lake, NY 12019
Peter S. Handy	5080 Spectrum Drive Suite 609-East Dallas, TX 75248

ARTICLE EIGHT
INCORPORATORS

The names and street addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Peter L. Coughlin	5500 Tamberline Circle 16 Woodshire Ct. Palm Beach Gardens, FL 33418 Ballston Lak, NY 12019
Peter S. Handy	5080 Spectrum Drive Suite 609-East Dallas, TX 75248

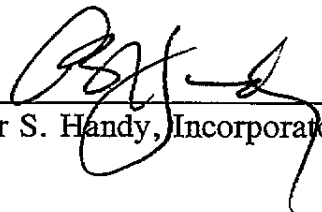
ARTICLE NINE
INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

These articles have been signed by the incorporators in counterparts, when duly assembled it shall consist of one document.

The undersigned have executed these Articles of Incorporation this 12 day of February, 1998.

Peter L. Coughlin, Incorporator



Peter S. Handy, Incorporator

ARTICLE EIGHT
INCORPORATORS

The names and street addresses of the incorporators are:

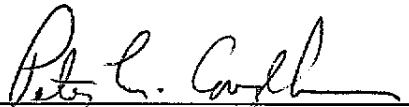
<u>Name</u>	<u>Address</u>
Peter L. Coughlin	5500 Tamberline Circle Palm Beach Gardens, FL 33418 16 WOODSHIRE CT. BALLSTON LAKE, NY 12019
Peter S. Handy	5080 Spectrum Drive Suite 609-East Dallas, TX 75248

ARTICLE NINE
INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

These articles have been signed by the incorporators in counterparts, when duly assembled it shall consist of one document.

The undersigned have executed these Articles of Incorporation this 19 day of February, 1998.



Peter L. Coughlin, Incorporator

Peter S. Handy, Incorporator

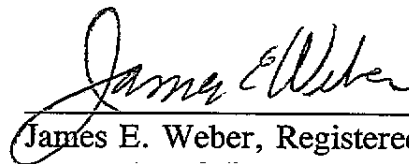
**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

COHAN RADIO GROUP, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at 501 South Flagler Drive, Suite 502 Flagler Center, West Palm Beach, County of Palm Beach, State of Florida, has named James E. Weber as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.


James E. Weber, Registered Agent

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