



P98000069351

ACCOUNT NO. : 072100000032

REFERENCE : 921575 5236A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 10, 1998

ORDER TIME : 10:15 AM

ORDER NO. : 921575-005

CUSTOMER NO: 5236A

900002611309--3

-08/10/98--01034--006

****122.50 ****122.50

CUSTOMER: Robert W. Federspiel, Esq.
SPINNER DITTMAN FEDERSPIEL
& DOWLING

501 East Atlantic Avenue
Delray Beach, FL 33483

DOMESTIC FILING

NAME: AIRWAVES COMPANY OF AMERICA,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 10 AM 11:23

RECEIVED
98 AUG 10 AM 10:38
DIVISION OF CORPORATION

21-5

**ARTICLES OF INCORPORATION
of
AIRWAVES COMPANY OF AMERICA, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is AIRWAVES COMPANY OF AMERICA, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

To engage in the business of broadcasting, advertising, and all related businesses, and to engage in any activity or business permitted under the law of the United States and the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - Capital

The minimum amount of capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI - Initial Registered Office and Agent

The street address of the principal office and initial registered office of this corporation is 100 East Linton Boulevard, Suite 304-A, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation is EDWARD F. CONNELL.

ARTICLE VII - Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) signing these

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 AUG 10 AM 11:23

Articles is:

Edward F. Connell
100 East Linton Boulevard
Suite 304-A
Delray Beach, FL 33483

Donald E. Ralph
2501 South Federal Highway
Delray Beach, FL 33483

James V. Shircliff
~~P.O. Box~~ 2511 Memorial Avenue or Box 10486
Suite #301
Lynchburg, VA 24501 ZIP 24506

ARTICLE VIII - Incorporator

The name(s) and address(es) of the person(s) signing these

Articles is:

Edward F. Connell
100 East Linton Boulevard
Suite 304-A
Delray Beach, FL 33483

Donald E. Ralph
2501 South Federal Highway
Delray Beach, FL 33483

James V. Shircliff
~~P.O. Box~~ 2511 Memorial Avenue or Box 10486
Suite #301
Lynchburg, VA 24501 ZIP 24506

ARTICLE IX - Amendment

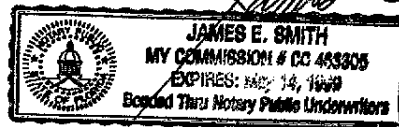
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 5 day of August, 1998.

Edward F. Connell
Edward F. Connell

Donald E. Ralph
Donald E. Ralph

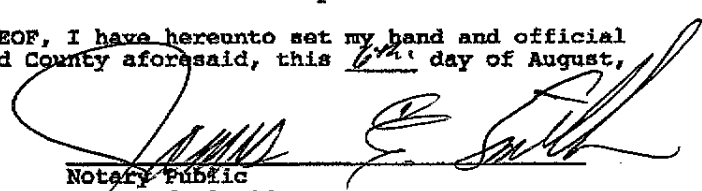
James V. Shircliff
James V. Shircliff



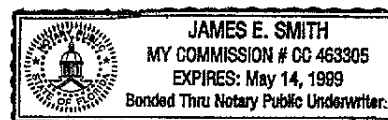
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared EDWARD F. CONNELL, ✓ who is personally known to me or ✓ who produced ✓ as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 6th day of August, 1998.


Notary Public
State of Florida
My commission expires:
Commission No.:

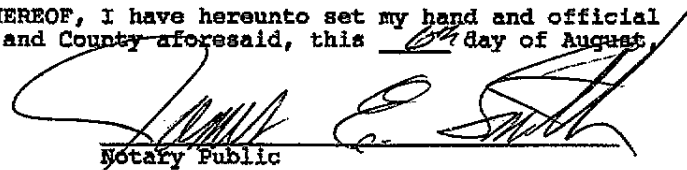
(SEAL)



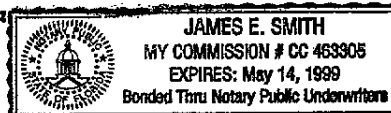
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DONALD E. RALPH, ✓ who is personally known to me or ✓ who produced ✓ as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 6th day of August, 1998.


Notary Public
State of Florida
My commission expires:
Commission No.:

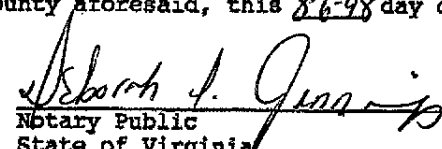
(SEAL)



STATE OF VIRGINIA
County of Stafford

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES V. SHIRCLIFF, ✓ who is personally known to me or ✓ who produced ✓ as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 8-6-98 day of August, 1998.


Notary Public
State of Virginia
My commission expires:
Commission No.:

(SEAL)

My Commission Expires September 30, 1999

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

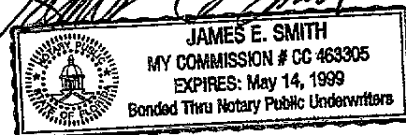
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that AIRWAVES COMPANY OF AMERICA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Delray Beach, County of Palm Beach, State of Florida, has named EDWARD F. CONNELL, located at 100 East Linton Boulevard, Suite 304-A, City of Delray Beach, County of Palm Beach, and State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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


Edward F. Connell



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 10 AM 11:23