



ACCOUNT NO. : 072100000032

REFERENCE : 939549 9087A

AUTHORIZATION :

*Patricia Project*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 25 AM 9:44

ORDER DATE : August 25, 1998

ORDER TIME : 1:31 PM

ORDER NO. : 939549-005

CUSTOMER NO: 9087A

CUSTOMER: David S. Bowman, Esq  
DAVID S. BOWMAN, P.A.

7th Floor, Barnett Bank  
1 East Broward Boulevard  
Ft. Lauderdale, FL 33301

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DOMESTIC FILING

NAME: GULF ATLANTIC RADIO, INC.

EFFECTIVE DATE:

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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: Janna Wilson

EXAMINER'S INITIALS:

*gf* 8/26/98

**ARTICLES OF INCORPORATION  
OF  
GULF ATLANTIC RADIO, INC.**

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I, the undersigned Incorporator of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the Corporation is Gulf Atlantic Radio, Inc. (the "Corporation").

**ARTICLE II. NATURE OF BUSINESS**

The purpose of the Corporation shall be to engage in such business and business activity as are permitted and otherwise allowable by law.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at one time is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.

**ARTICLE IV. ADDRESS**

The principal office of the Corporation shall be located at 2805 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306, and its **Registered Agent** is H.W. GLASSMAN, III, at that address.

**ARTICLE V. DIRECTORS**

The Corporation shall have at least one director, with the exact number of directors to be specified by the By-Laws adopted by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders. The initial number of directors shall be two (2) and these directors are H.W. GLASSMAN, III and VICTORIA S. GLASSMAN.

**ARTICLE VI. EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE VII. INCORPORATOR**

The name and post office address of the Incorporator of these ARTICLES OF INCORPORATION is H.W. GLASSMAN, III, 2805 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306.

**ARTICLE VIII. BY-LAW AMENDMENT**

The power to adopt, alter, amend or repeal the By-Laws of the Corporation shall be set forth in the By-Laws of the Corporation.

#### **ARTICLE IX. INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

#### **ARTICLE X. AMENDMENTS**

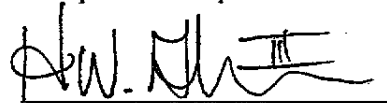
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.

#### **ARTICLE XI. 1244 STOCK PLAN**

This Corporation shall perform all actions necessary to adopt a 1244 Stock Plan as to the common capital stock of the Corporation.

#### **ARTICLE XII. SUB-CHAPTER S**

This Corporation shall perform all actions necessary to adopt Sub-Chapter S status under the Federal Tax Laws.

A handwritten signature in dark ink, appearing to read 'H.W. Glassman, III', written over a horizontal line.

H.W. Glassman, III  
Incorporator

STATE OF FLORIDA )

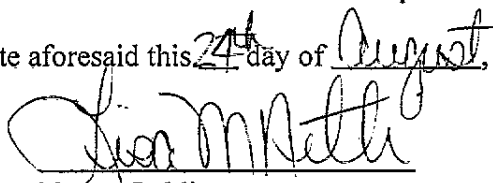
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COUNTY OF BROWARD )

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I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the state and county aforesaid, to take acknowledgments, personally appeared H.W. Glassman III, (✓) personally known to me or ( ) produced his \_\_\_\_\_ as identification, to be the person described herein as the Incorporator and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 24<sup>th</sup> day of August, 1998.

  
Notary Public  
State of Florida at large

My Commission Expires: \_\_\_\_\_



Print name of Notary Public


**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON  
WHOM SERVICE OF PROCESS MAY BE MADE**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

GULF ATLANTIC RADIO, INC. elects to organize under the laws of the State of Florida with its principal office located at c/o H.W. Glassman, III, 2805 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306 and has named H.W. Glassman, III, 2805 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306 as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for GULF ATLANTIC RADIO, INC. at the place designated in the 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.

  
H.W. Glassman, III  
Registered Agent