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September 28, 1998

Corporate Records Bureau  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: LATIN BROADCASTING CORPORATION

Gentlemen:

Enclosed, please find an original and one copy of the Articles of Incorporation for the above-named corporation, along with check in the amount of SEVENTY-EIGHT AND 75/100 DOLLARS (\$78.75), which represents the following:

Minimal Stock Non Par Value  
Filing Fee  
Certified Copy  
Designation of Registered Agent

900002655379--3  
-10/05/98--01063--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Please forward the certified copy of the Articles of Incorporation directly to the undersigned, together with your receipt for costs.

Very truly yours,

Jose A. Yanez  
For the Firm

JAY/yc

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 23 AM 9:32

10-23  
45



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 12, 1998

LEAL & YANEZ  
3191 CORAL WAY, SUITE 107  
MIAMI, FL 33145

SUBJECT: LATIN BROADCASTING CORPORATION  
Ref. Number: W98000023120

We have received your document for LATIN BROADCASTING CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson  
Document Specialist

Letter Number: 098A00050499

**ARTICLES OF INCORPORATION**  
**OF**  
**LATIN BROADCASTING SYSTEM CORPORATION**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 23 AM 9:32

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the Corporation is: LATIN BROADCASTING SYSTEM CORPORATION.

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business or businesses to be transacted by the Corporation is: Sales and promotions of advertising.

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time is 300 shares of Common Stock having a nominal of \$0.05 par value.

**ARTICLE IV**  
**TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE V**  
**ADDRESS**

The initial post office address of the initial office of this corporation in the State of Florida is 224 Washington Avenue, Suite 2, Homestead, Florida 33030.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VI**  
**DIRECTORS**

The corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

**ARTICLE VII**  
**INITIAL DIRECTORS AND OFFICERS**

The names and post office addresses of the members of the first Board of Directors are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>OFFICE</u></b>
Rosie Loera	224 Washington Avenue Suite 2 Homestead, Florida 33030	President and Treasurer
Oscar Rojas	224 Washington Avenue Suite 2 Homestead, Florida 33030	Vice President and Secretary

**ARTICLE VIII**

**SUBSCRIBERS**

The names and post office addresses of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Rosie Loera	224 Washington Avenue Suite 2 Homestead, Florida 33030
Oscar Rojas	224 Washington Avenue Suite 2 Homestead, Florida 33030

**ARTICLE IX**

**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office shall be 3191 Coral Way, Suite 107, Miami, Florida 33145, and the registered agent is Jose A. Yanez, Esq.

**ARTICLE X**

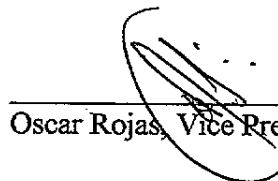
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitle to vote thereon.

IN WITNESS WHEREFORE, the undersigned has executed these Articles of Incorporation this 16<sup>th</sup> day of October, 1998.



Rosie Loera, President and Treasurer



Oscar Rojas, Vice President and Secretary

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT LATIN BROADCASTING SYSTEM CORPORATION IS DESIRING  
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS AT 224 WASHINGTON AVENUE, SUITE 2, CITY  
OF HOMESTEAD, STATE OF FLORIDA, HAS NAMED JOSE A. YANEZ LOCATED AT  
3191 CORAL WAY, SUITE 107, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: \_\_\_\_\_

Rosie Loera

TITLE: President and Treasurer

DATE: \_\_\_\_\_

October 16, 1998

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DIVISION OF CORPORATIONS  
98 OCT 23 AM 9:32

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 COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE: \_\_\_\_\_

Jose A. Yanez

DATE: \_\_\_\_\_

October 16, 1998