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FLORIDA PROFIT CORPORATION OR P.A.

RADIO MILLENNIUM, INC.

Certificate of Status	0
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RM 2/24/99

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ARTICLES OF INCORPORATION

OF

RADIO MILLENNIUM, INC.

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

RADIO MILLENNIUM, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

This Corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida Business Corporation Act, as in effect from time to time.

PREPARED BY: HERIBERTO J. REYES

Accountant & Attorney at Law [Florida Bar #242284
431 N. Melrose Dr.
Miami, Springs, FL 33156
305-885-1128

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The Corporation shall have all the powers set forth in the Florida Business Corporation Act, as in effect from time to time, and including but not limited to the following powers:

A) To produce and broadcast radio programs, publications and materials of religious, educational and entertainment matter, oriented toward the christian family.

B) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire; 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, personal property and services of every class, kind and description.

C) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interest therein, and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise encumber any and all such property and all legal and equitable rights thereunder and interest herein.

D) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a

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security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

E) 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, security, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

F) To enter into make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

G) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

H) In general, to do any and all of the acts and things herein set forth to the same extents as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices,

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both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions of the United States of America and in any foreign countries.

I) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the laws of the State of Florida and of the United States of America.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock without par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any all shares so issued the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at just valuation to be fixed by the incorporators or the directors.

The stock, shall be issued from time to time as may be determined by the Board of Directors.

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All of the issued stock of all classes shall be subject to the following restrictions on transfer:

A) Each shareholder shall offer to the remaining shareholder or to this corporation a thirty (30) days "First refusal" option to purchase his stock should he elect to sell his shares of capital stock of this corporation.

B) The shareholders of the Corporation shall have preemptive right to acquire unissued or treasury shares of capital stock of this Corporation, in proportion to their interest in the outstanding capital of the Corporation.

Upon dissolution or liquidation of the Corporation, the holders of stock shall be entitled to distribution as their holdings may appear upon to stock record of the Corporation.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which this corporation may begin business shall not be less than ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have SEVEN (7) Directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

The names and mailing addresses of the initial Directors who shall hold office until their successors are elected and have qualified, are as follows:

MARIA A. ALVAREZ REYES

11555 S.W. 128th Court
Miami, FL 33186

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Msgr. EMILIO VALLINA	1301 W. Flagler St. Miami, FL 33135
ALFONSO ALVAREZ REYES	11555 S.W. 128th Court Miami, FL 33186
MICHELLE ALVAREZ	507 Bird Road Coral Gables, FL 33146
JOSE F. OBANDO	14480 S.W. 111st St. Miami, FL 33186
ALBERTO R. PEREZ	14718 S.W. 42nd Way Miami, FL 33185
ANTONIO CALLEJA	5320 S.W. 72nd Ave. Miami, FL 33155

ARTICLE VII
OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<u>NAME:</u>	<u>STREET ADDRESS:</u>	<u>OFFICE:</u>
MARIA A. ALVAREZ REYES	11555 S.W. 128th Court Miami, FL 33186	President
JOSE F. NUNEZ	12045 S.W. 18 St. Apt. #8 Miami, FL 33175	Vice-President
MICHELLE ALVAREZ	507 Bird Road Coral Gables, FL 33146	Secretary
FRANCISCO MORERA	8625 N.W. 8th St. Apt. 116 Miami, FL 33172	Treasurer

ARTICLE VIII
SUBSCRIBERS

The names of the subscribers of shares of common stock no par value and the number of shares to subscribe for shall be as follows:

MARIA A. ALVAREZ REYES	ONE THOUSAND	(1,000) shares
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ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE

The corporation's Registered Agent for service in the State of Florida, shall be:

MARIA A. ALVAREZ REYES
11555 S.W. 128th Ct., Miami, FL 33186

The address of the Registered Office of this Corporation shall be:

11555 S.W. 128th Ct.
Miami, FL 33186

ARTICLE X

PLACE OF BUSINESS AND PRINCIPAL OFFICE ADDRESS

The place of Business and Principal Office of this Corporation shall be:

11555 S.W. 128th Ct.
Miami, FL 33186

ARTICLE XI

AMENDMENTS

This Corporation reserves the rights to amend, alter modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by the statutes of the State of Florida, and any rights and powers conferred upon the directors and shareholders herein are granted subject to this reservation.

ARTICLE XII

INCORPORATOR

The name and mailing address of the incorporator are as follows:

MARIA A. ALVAREZ REYES
11555 S.W. 128th Ct.
Miami, FL 33186

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IN WITNESS WHEREOF, the above-named Incorporator and Director has hereunto subscribed her name, this 19th day of February, 1999.



MARIA A. ALVAREZ REYES
Incorporator and Director

STATE OF FLORIDA)
 :
COUNTY OF DADE)

SS:

Before me, the undersigned authority personally appeared

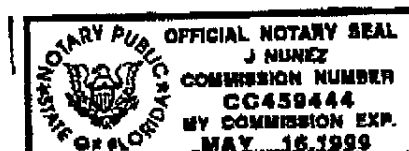
MARIA A. ALVAREZ REYES

to me well known and well known to me to be the person described in and who subscribed her name to the foregoing Articles of Incorporation, and who acknowledged before me that she executed the said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the aforesaid County and State, this 19th day of February A.D. 1999.

J. NUNEZ 
NOTARY PUBLIC, State of Florida

My commission expires: May 16, 1999



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CERTIFICATE DESIGNATING ADDRESS OF REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

* * * * *

In pursuance to Chapter 607.0501 (3), Florida Statutes, the following is submitted in compliance with said act:

RADIO MILLENNIUM, INC.

desiring to organize or qualify under the laws of the State of Florida with its Registered Office at 11555 S.W. 128th Court, Miami, Florida 33186, has named MARIA A. ALVAREZ REYES located at 11555 S.W. 128th Court, Miami, Florida 33186, as its Registered Agent to accept service of process within this State.

Maria A. Alvarez Reyes
 MARIA A. ALVAREZ REYES
 As President

ACKNOWLEDGMENT:

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

Miami, Florida, February 1999 1999.

Maria A. Alvarez Reyes
 MARIA A. ALVAREZ REYES
 As Registered Agent

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