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CORPORATION(S) NAME

Radio Margaritaville Holdings, Inc.

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

RADIO MARGARITAVILLE HOLDINGS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**256 Worth Avenue, Suite Q-R
Palm Beach, FL 33480**

ARTICLE III: SHARES

The number of shares of capital stock that this corporation is authorized to have outstanding at any one time is:

1000 Shares, Common Stock, with \$.01 Par Value

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324**

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**ARTICLE V:
INDEMNIFICATION**

The corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to or covered by said section from and against any and all of the expenses, liabilities or other matters referred to or covered by said section, and indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE VI:
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

**Michael P. Ring
Greenberg Traurig
3423 Piedmont Road, N.E.
Second Floor
Atlanta, Georgia 30305**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this

4th day of March, 1999.



Michael P. Ring, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.

DATE: 3/4/99

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,
Special Assistant Secretary

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TALLAHASSEE, FLORIDA

GREENBERG
ATTORNEYS AT LAW
TRAURIG

Michael P. Ring
Direct Dial: (404) 240-1119
E-mail: ringm@gtlaw.com

March 4, 1999

Katherine Harris
Secretary of State
Division of Corporations
State of Florida
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Dear Madam:

Please find enclosed an original and one copy of the Articles of Organization for Radio Margaritaville Holdings, Inc., and an Affidavit of Registered Agent.

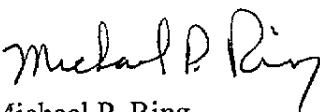
The purpose of this letter is to explain the similarity between the name of this new corporation, and two existing Florida limited liability companies, Radio Margaritaville, LLC, and Margaritaville Holdings, LLC. We are the law firm which represents these two limited liability companies and this new corporation. All of these entities are under common ownership. In this regard, please note that the address is the same for this new corporation and Radio Margaritaville, LLC (i.e., 256 Worth Avenue, Suite Q-R, Palm Beach, Florida 33480).

Although these names are similar, we believe that the name of this new corporation (Radio Margaritaville Holdings, Inc.) is *distinguishable* from the name of the other two limited liability companies, pursuant to Section 607.0401 of the Florida Business Corporation Act.

Please call me if you have any questions or comments.

Very truly yours,

GREENBERG TRAURIG


Michael P. Ring

MPR/dc
Enclosures

1:MPR\SOS.WPD

Atlanta office formerly Katz, Smith & Cohen

3423 Piedmont Road, NE, Second Floor, Atlanta, Georgia 30305 Telephone: (404) 237-7700 Facsimile: (404) 237-5260 www.gtlaw.com

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