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Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/30/99--01033--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: PRITEL BROADCASTING, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 87.50  
Filing Fee, Certified Copy & Certificate.

FROM: Joseph Louisias, Sr.  
P.O. BOX 531002  
Miami, FL 33153  
(305) 758-0016

FILED  
99 AUG 30 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CP  
9/1/99  
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ARTICLES OF INCORPORATION  
OF  
PRITEL BROADCASTING, INC.  
(a corporation for profit)

*The undersigned, acting as incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:*

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ARTICLE I - NAME

The name of this Corporation is PRITEL BROADCASTING, INC., and its address is P.O. BOX 531002, Miami, Florida 33153.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is William Ferguson, and the address is 2820 NW 135<sup>th</sup> Street, Miami, Florida 33054.

ARTICLE VI - INITIAL OFFICERS

This Corporation shall have three (3) Officers initially. The number of Officers may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Officers of this Corporation are:

<u>NAME &amp; ADDRESS</u>	<u>POSITION</u>
EDWARD HANES 20810 NW 36 <sup>TH</sup> AVE. MIAMI, FL. 33056	PRESIDENT
JOSEPH LOUISIAS, SR. 801 NE 96 <sup>TH</sup> ST. MIAMI, FL. 33138	VICE-PRESIDENT
MICHAEL RASHIED SEAY 22 FLAGLER DRIVE MIAMI SPRINGS, FL. 33166	SECRETARY
NADINE GREEN 900 NE 195 <sup>TH</sup> ST. #303 N. MIAMI BEACH, FL. 33170	TREASURER

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

#### ARTICLE VII – BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

#### ARTICLE VIII – INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE IX – INCORPORATOR(S)

The name(s) of the person(s) signing these Articles is(are) Joseph Louisias, Sr., address of 801 NE 96<sup>TH</sup> Street, Miami, FL. 33138.

#### ARTICLE X – AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

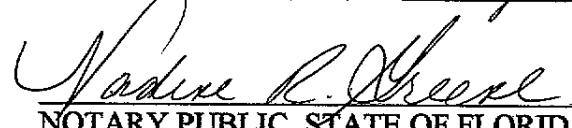
IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation this 25 day of August, 1999.

  
Joseph Louisias, Sr., Incorporator

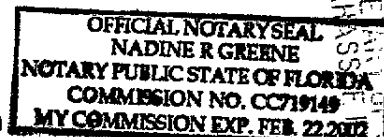
STATE OF FLORIDA )  
SS.  
COUNTY OF DADE )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared now Joseph Louisias, Sr. and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he(they) acknowledge before me that he(they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 25 day of August, 1999.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission Expires:



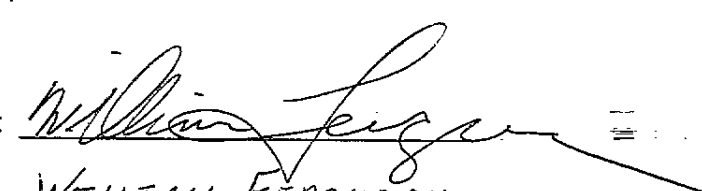
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 25 DAY OF AUGUST, 1999.

By:

  
WILLIAM FERGUSON  
PRINT (Registered Agent)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, OF FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE  
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT  
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE  
STATE OF FLORIDA.**

1. The name of the Corporation is PRITEL BROADCASTING, INC.
2. The name and address of the registered agent and office is:

William Ferguson  
2820 NW 135<sup>th</sup> Street  
Miami, Florida 33054

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, the above mentioned agent hereby accepts the appointment as registered agent and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and is familiar with and accepts the obligations of this position as registered agent.

**FILED**  
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