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ACCOUNT NO. : 072100000032
REFERENCE : 411814 7109489
AUTHORIZATION : Patricia Pujols
COST LIMIT : \$ 70.00

ORDER DATE : October 13, 1999
ORDER TIME : 3:38 PM
ORDER NO. : 411814-005
CUSTOMER NO: 7109489

700003025867--0

CUSTOMER: Mr. Burton Borkan
MR. BILL BORKAN
MR. BILL BORKAN
Suite 502
12000 Biscayne Boulevard
Miami, FL 33181

DOMESTIC FILING

NAME: RADIO NET INC.

EFFECTIVE DATE:

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: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 27 AM 9:40

RECEIVED
99 OCT 27 AM 9:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
10/27/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 27 AM 9:40

ARTICLES OF INCORPORATION

OF

RADIO NET INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RADIO NET INC.

The address of the principal office of this corporation shall be 12000 Biscayne Boulevard, Suite 502, Miami, Florida 33181 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 12000 Biscayne Boulevard, Suite 502, Miami, Florida 32301, and the name of the initial registered agent of the corporation at that address is Burton Borkan.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Bill Borkan Dir.	12000 Biscayne Boulevard, Suite 502 Miami, Florida 33181
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Burton Borkan Dir.	12000 Biscayne Boulevard, Suite 502 Miami, Florida 33181
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ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on October 26, 1999.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Incorporator, Laura R. Dunlap

jlz

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE 99 OCT 27 AM 9:40

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 Radio Net Inc.

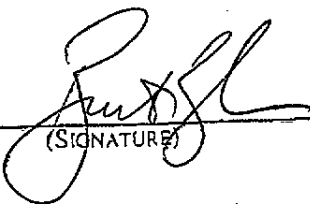
2. The name and address of the registered agent and office is:

Burton Borkan
(NAME)

12000 Biscayne Boulevard, Suite 502
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, FL 33181
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

10/18/99
(DATE)