

CORPORATION INFORMATION
SERVICES, Inc.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0391 FAX

F9500000092

CSO networks

95 JAN -6 11:00 31

DIVISION OF CORPORATIONS

MAIL TO:
P.O. Box 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 521468 40970A

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 70.00

ORDER DATE : January 6, 1995

300001872073

ORDER TIME : 9:40 AM

ORDER NO. : 521468

CUSTOMER NO: 40970A

CUSTOMER: Ms. Patti Thornton
Unisearch Inc.
P. O. Box 10238

Olympia, WA 98501-1077

FOREIGN FILINGS

NAME: ACKERLEY COMMUNICATIONS GROUP,
INC.

St

XXXX PROFIT
 NON-PROFIT

XXXXX CORPORATE
 LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -6 AM 10:51

XXXXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXXXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Ackerley Communications Group, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Joni Berger
(Name of Person)
Graham & Dunn
(Firm/Company)
1420 Fifth Avenue, Suite 3300
(Address)
Seattle, WA 98101-2390
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Joni Berger at (206) 340-9622
(Name of Person) Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
95 JAN - 6 12:10:51

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Ackerley Communications Group, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Washington 3. 91-1039700
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 4, 1971 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 801 Fifth Avenue, Suite 3770
Seattle, WA 98104
(Current mailing address)

8. Outdoor advertising
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

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SECRETARY OF
STATE
DIVISION OF
CORPORATIONS
95 JAN -6
MORNING
51

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

SEE ATTACHED AGENT CONSENT

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A: DIRECTORS

Chairman: Barry A. Ackerley

Address: 801 Fifth Avenue, Suite 3770
Seattle, WA 98104

Vice Chairman: N/A

Address: _____

Director: William N. Ackerley

Address: 801 Fifth Avenue, Suite 3770
Seattle, WA 98104

Director: Denis M. Curley

Address: 801 Fifth Avenue, Suite 3770
Seattle, WA 98104

B. OFFICERS

President: William N. Ackerley

Address: 801 Fifth Avenue, Suite 3770
Seattle, WA 98104

Vice President: William M. Barkell

Address: 801 Fifth Avenue, Suite 3770
Seattle, WA 98104

Secretary: Denis M. Curley

Address: 801 Fifth Avenue, Suite 3770
Seattle, WA 98104

Treasurer: Denis M. Curley

Address: 801 Fifth Avenue, Suite 3770
Seattle, WA 98104

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William N. Ackerley, President

(Typed or printed name and capacity of person signing application)

FLORIDA REGISTERED AGENT'S ACCEPTANCE

RE: ACKERLEY COMMUNICATIONS GROUP, INC.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I heroby accept the appointment as registered agent and agree to act in this capacity. I futher 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.

Registered agent signature: Bruce R. Winn
Bruce R. Winn
Corporation Service Company

Date: JANUARY 5, 1995

95 JAN 5 11:00:51
SECRETARY OF STATE
DIVISION OF CORPORATIONS



STATE of WASHINGTON SECRETARY of STATE

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

ACKERLEY COMMUNICATIONS GROUP, INC.

I, RALPH MUNRO, Secretary of State of the State of Washington, hereby certify that I am the custodian of the corporation records of this state.

I FURTHER CERTIFY that the records on file in this office show that the above-named profit corporation was incorporated under the laws of the State of Washington and was issued a certificate of incorporation in Washington on August 4, 1977

I FURTHER CERTIFY that as of the date of this certificate no Articles of Dissolution or Certificate of Withdrawal have been filed, that the conditions of the Revised Code of Washington, Title 23B.01.280(2) (a) through (d) have been met, and the corporation is duly authorized to transact business in the corporate form in the State of Washington.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

5 JAN - 6 AM 10:5

Date: January 4, 1995
Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro

Ralph Munro, Secretary of State

L. Cramer

CONTACT:

F95000000092

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

544633

200001953412
 10/03/96--0101--002
 *****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Ackerley Communications Group, Inc.
 (Corporation Name) (Document #)

2 _____
 (Corporation Name) (Document #)

3 _____
 (Corporation Name) (Document #)

4 _____
 (Corporation Name) (Document #)

FILED
 95 OCT - 3 AM 9:42
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Walk In

Pick Up Time

Mail Out

Will Wait

Photocopy

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCUMENTS

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

RECEIVED
 95 OCT - 3 AM 9:28
 DIVISION OF CORPORATIONS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR
 PICKUP BY
 UCC SERVICES**

N HENDRICKS OCT - 3 1996

Examiner's Initials

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

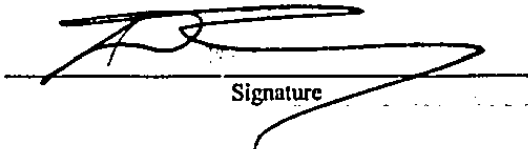
SECTION I
(1-3 MUST BE COMPLETED)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Ackerley Communications Group, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Washington incorporated under laws of 3. January 6, 1995
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 10/1/96
5. AK Media Group, Inc.
Name of corporation after the amendment, adding suffice "corporation" "company" or "Incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
_____ New duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
_____ New jurisdiction


Signature

October 1, 1996
Date

Denis M. Curley
Type or printed name

Secretary
Title

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this certificate that according to records on file in this office,

Articles of Amendment to

ACKERLEY COMMUNICATIONS GROUP, INC.

a WASHINGTON corporation, whereby the corporate name is changed to

AK MEDIA GROUP, INC.

was received and filed by this office on October 1, 1996.



Date: October 1, 1996

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital


RALPH MUNRO

Ralph Munro, Secretary of State
DMN