



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
MAY 20 10 40 AM '04

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

- 1. The name of the corporation is CAPSTAR RADIO OPERATING COMPANY
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: 10 Weybosset Street, Providence, RI 02903
3. The address of the NEW registered office is: 170 Westminster Street, Suite 900, Providence, RI 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: C T Corporation System
5. The name of the NEW registered agent is: Corporation Service Company
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on (a date not prior to, nor more than 30 days after, filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors. [Strike if inapplicable pursuant to Section 7-1.1-51(1).]

Date: March 18, 2004

CAPSTAR RADIO OPERATING COMPANY
Print Corporate Name

By Laura Dunlap
Its President [] or Its Vice President [X]

STATE OF Florida
COUNTY OF Leon

In Tallahassee, Florida, on this 18th day of March, 2004, personally appeared before me Laura Dunlap who, being by me first duly sworn, declared that he/she is the Attorney in Fact of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

FILED

MAY 20 2004

Cynthia L. Harris
Notary Public
My Commission Expires:
CYNTHIA L. HARRIS
MY COMMISSION # 0020394
EXPIRES: May 16, 2007
Bonded Thru Budget Notary Services

By M 32047 GSA

STATE OF TEXAS
COUNTY OF BEXAR

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT KENNETH E. WYKER, the Senior Vice President and General Counsel of Clear Channel Communications, Inc. ("the Corporation"), a corporation incorporated under the laws of Texas, and of the subsidiary entities shown on the list appended hereto does hereby appoint Patricia Pizzuto and Laura Dunlap attorneys-in-fact for the Corporation and for the subsidiary entities, to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

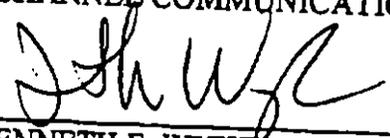
In the execution of any documents necessary for the purposes set forth herein, Patricia Pizzuto shall exercise the power of Vice President and Laura Dunlap shall exercise the power of Secretary.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by KENNETH E. WYKER, or any other officer of the Corporation, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 6th day of February, 2004.

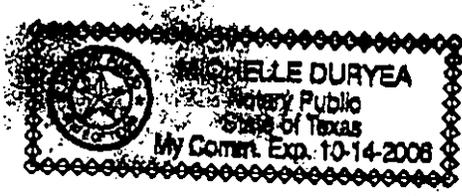
CLEAR CHANNEL COMMUNICATIONS, INC.

BY:



KENNETH E. WYKER,
Senior Vice President/General Counsel

Subscribed and sworn to before me this 6th day of February, 2004.


Notary Public

Clear Channel Communications, Inc.
subsidiary list

1567 MEDIA LLC
A.H. ENTERPRISES, INC.
ACKERLEY BROADCASTING FRESNO, LLC
ACKERLEY MEDIA GROUP, INC.
ACKERLEY VENTURES, INC.
ADDICTED LLC
AK FLORIDA OUTDOOR, INC.
AK MOBILE TELEVISION, INC.
AKG, INC.
AMERICAN ARTISTS LIMITED, INC.
AMERICAN BROADWAY, INC.
AMERICAN THEATRE LICENSE, LLC
AMFM AIR SERVICES, INC.
AMFM BROADCASTING, INC.
AMFM HOLDINGS INC.
AMFM INC.
AMFM INTERNET HOLDINGS INC.
AMFM MICHIGAN, LLC
AMFM NEW YORK LICENSES, LLC
AMFM NEW YORK, INC.
AMFM OPERATING INC.
AMFM RADIO GROUP, INC.
AMFM RADIO LICENSES, LLC
AMFM SHAMROCK TEXAS, INC.
AMFM SYSYEMS, INC.
AMFM TEXAS BROADCASTING, LP
AMFM TEXAS LICENSES, LP
AMFM TEXAS, LLC
AMFM WASHINGTON DC, INC.
AMFMI DIRECT INC.
ARDEE FESTIVALS N.J., INC.
ATLANTA CONCERTS, INC.
AUDREY & JANE, INC.
AVALON ACQUISITION CORP.
AVALON/ANAHEIM ACQUISITION CORPORATION, LLC
BEACH CONCERTS, INC.
BG PRESENTS, INC.
BGE YUBA LLC
BGP ACQUISITION, LLC
BGP DENVER, INC.
BILL GRAHAM ENTERPRISES, INC.

BILL GRAHAM PRESENTS, INC.
BLUES CLUES TOURING, LLC
BLUES CLUES TOURING, LLC
BOSTON OPERA HOUSE DEVELOPMENT, LLC
BOSTON PLAYHOUSE REALTY, INC.
BOYLSTON STREET THEATRE CORP.
BRISTOW, LLC
BROADCAST ARCHITECTURE, INC.
BROADCAST FINANCE, INC.
BROADWAY CONCERTS, INC.
BROADWAY IN CHICAGO, LLC
BROADWAY SERIES ASSOCIATES, INC.
BROADWAY SERIES MANAGEMENT GROUP, INC.
CAPSTAR BROADCASTING PARTNERS, INC.
CAPSTAR RADIO OPERATING COMPANY
CAPSTAR TX LIMITED PARTNERSHIP
CC ENTERTAINMENT MUSIC-TAMPA, LLC
CC HOLDINGS-NEVADA, INC.
CC IDENTITY GP, LLC
CC IDENTITY HOLDINGS, INC.
CCB TEXAS LICENSES, L.P.
CCBL FCC HOLDINGS, INC.
CCBL GP, LLC
CCE ACCESS GROUP, LLC
CCE DENVER, LLC
CCE-TELEVISA MUSIC PROMOTIONS, LLC
CCP 1, L.L.C.
CCP 2, L.L.C.
CDC AMPHITHEATER/I, INC.
CDP, INC.
CELLAR DOOR AMPHITHEATER, INC.
CELLAR DOOR CONCERTS OF FLORIDA, INC.
CELLAR DOOR CONCERTS OF THE CAROLINAS, INC.
CELLAR DOOR HOLDING COMPANY
CELLAR DOOR NORTH CENTRAL, INC.
CELLAR DOOR OF NORTH CAROLINA LIMITED PARTNERSHIP
CELLAR DOOR PRODUCTIONS OF MICHIGAN, INC.
CELLAR DOOR PRODUCTIONS OF VIRGINIA, INC.
CELLAR DOOR VENUES, INC.
CENTRAL NY NEWS, INC.
CG PRODUCTIONS, LLC
CHESAPEAKE CONCERTS, INC.
CHICAGO SHELTERS ADVERTISING, INC.
CHICAGO THEATER COMPANY

CHRISTAL RADIO SALES, INC.
CHUCK MORRIS PRESENTS, LLC
CHUCKWHO, INC.
CINE GUARANTORS II, INC.
CITI GP, LLC
CITICASTERS CO.
CITICASTERS FCC HOLDINGS, INC.
CITICASTERS LICENSES, L.P.
CLEAR CHANNEL ADSHEL, INC.
CLEAR CHANNEL ADSHEL, INC.
CLEAR CHANNEL AIRPORTS OF GEORGIA, INC.
CLEAR CHANNEL AVIATION, LLC
CLEAR CHANNEL BROADCASTING LICENSES, INC.
CLEAR CHANNEL BROADCASTING, INC.
CLEAR CHANNEL COMMUNICATIONS FOUNDATION
CLEAR CHANNEL COMMUNICATIONS INTERNATIONAL, INC.
CLEAR CHANNEL COMMUNICATIONS, INC.
CLEAR CHANNEL COMPANY STORE, INC.
CLEAR CHANNEL ENTERTAINMENT - EXHIBITS, INC.
CLEAR CHANNEL ENTERTAINMENT MOTOR SPORTS - FRANCE, LLC
CLEAR CHANNEL ENTERTAINMENT MOTOR SPORTS - SWITZERLAND, LLC
CLEAR CHANNEL ENTERTAINMENT TELEVISION HOLDINGS, INC.
CLEAR CHANNEL GP, LLC
CLEAR CHANNEL HOLDINGS, INC.
CLEAR CHANNEL IDENTITY, L.P.
CLEAR CHANNEL INTANGIBLES, INC.
CLEAR CHANNEL INVESTMENTS, INC.
CLEAR CHANNEL LA, LLC
CLEAR CHANNEL MANAGEMENT SERVICES, L.P.
CLEAR CHANNEL MEXICO, INC.
CLEAR CHANNEL MEXICO, LLC
CLEAR CHANNEL OUTDOOR, INC.
CLEAR CHANNEL PEOPLES, INC.
CLEAR CHANNEL PRODUCTIONS, INC.
CLEAR CHANNEL REAL ESTATE, INC.
CLEAR CHANNEL SATELLITE SERVICES, INC.
CLEAR CHANNEL SPECTACOLOR, LLC
CLEAR CHANNEL TAXI MEDIA, LLC
CLEAR CHANNEL WIRELESS, INC.
CLEVELAND RADIO LICENSES, LLC
CLUTCH CARGO CORPORATION
COL. ARTS ASSOCIATES, INC.
CONCERTS, INC.
CONNECTICUT AMPHITHEATER DEVELOPMENT CORPORATION

CONNECTICUT CONCERTS INCORPORATED
CONNECTICUT PERFORMING ARTS, INC.
CONTEMPORARY CONCERT PRODUCTIONS INCORPORATED
CONTEMPORARY GROUP ACQUISITION CORP.
CONTEMPORARY GROUP, INC.
CONTEMPORARY SPORTS INCORPORATED
COOLEY AND CONLON MANAGEMENT CO.
CRITICAL MASS MEDIA, INC.
DEER CREEK AMPHITEATER CONCERTS, INC.
DEER CREEK AMPHITEATER CONCERTS, L.P.
DELSENER/SLATER ENTERPRISES, LTD.
DELSENER/SLATER PRESENTS, INC.
DELTA OUTDOOR ADVERTISING, INC.
DLC CORP.
DLC FUNDING CORP.
DORA TOURING, LLC
DUMB DEAL, INC.
E.F.C. TOURS, INC.
EAGLE EYE ENTERTAINMENT USA INC.
ELECTRIC FACTORY CONCERTS, INC.
ELLER HOLDINGS COMPANY CANADA
ELLER MEDIA CORPORATION
ELLER TAXI TELEVISION, LLC
ELTEX INVESTMENT CORP.
EMI ACQUISITION SUB, INC.
ENTERTAINMENT PERFORMING ARTS, INC.
ETEK CORP.
EVENING STAR PRODUCTIONS, INC.
EVENT MERCHANDISING INC.
EXCEPTIONAL OUTDOOR, INC.
EXIT 116 REVISITED, INC.
FIELD CONSULTING LLC
FILLMORE CORPORATION
FILLMORE FINGERS, INC.
FILLMORE THEATRICAL SERVICES
FOSSE NY LLC
FOSSE TOURING LLC
FURY ADVERTISING, INC.
GREATER DETROIT THEATRES, INC.
HALCYON DAYS PRODUCTIONS, INC.
HAYMON HOLDINGS, INC.
HCA, INC.
HEDWIG PRODUCTIONS LLC
HENRY CARDENAS & ASSOCIATES, INC.

HIGH COTTON, INC.
HISTORIC SAINT ANDREWS HALL, INC.
HOB CONCERTS/PACE AMPHITHEATRES GROUP, L.P.
IN HOUSE TICKETS, INC.
INSTANTLIVE, LLC
INTERNATIONAL HOT ROD ASSOCIATION, L.L.C.
INTERSTATE BUS SHELTER, INC.
IRVING PLAZA CONCERTS, INC.
JACOR BROADCASTING CORPORATION
JACOR BROADCASTING OF COLORADO, INC.
JACOR BROADCASTING OF DENVER, INC.
JACOR COMMUNICATIONS COMPANY
JACOR/PREMIERE HOLDING, INC.
JAMBOREE IN THE HILLS, INC.
JJB & DHW, INC.
JUJAMCYN PRODUCTIONS COMPANY, LLC
KATZ CABLE CORPORATION
KATZ COMMUNICATIONS, INC.
KATZ MEDIA GROUP, INC.
KATZ MILLENNIUM SALES & MARKETING INC.
KIDD KRADDICK ENTERPRISES, LTD.
KTZMEDIA CORPORATION
LRW THEATRE CORP.
LV THEATRICAL GROUP, INC.
M STREET CORPORATION
M STREET L.L.C.
MAGICWORKS CONCERTS, INC.
MATTERS OF THE HEART, LLC
MEDIARIGHT COMMUNICATIONS, INC.
MICHIGAN LICENSES, LLC
MJI BROADCASTING INC.
MURAT CENTER CONCERTS, INC.
MURAT CENTER CONCERTS, L.P.
MUSICAL RIGHTS, INC.
NEJA GROUP L.L.C.
NETSTAR COMMUNICATIONS, L.L.C.
NETWORKS PRESENTATIONS, LLC
NEW AVALON, INC.
NEW ERA PROMOTIONS, INC., A CLOSE CORPORATION
NEW URBAN ENTERTAINMENT, LLC
NEW YORK METRO CONCERTS, LLC
NEW YORK THEATER COMPANY
NEXT TICKETING, LLC
NOC, INC.

NORTHEAST TICKETING COMPANY
NOTWORKS TOURING, LLC
NTC HOLDINGS, INC.
OAKDALE THEATER CONCERTS, INC.
ODEON, LLC
OMS SPORTS, LLC
OSBORN ENTERTAINMENT ENTERPRISES CORPORATION
PACE AEP ACQUISITION, INC.
PACE AMPHITHEATRES, INC.
PACE CONCERTS GP, INC.
PACE CONCERTS, LTD.
PACE ENTERTAINMENT CORPORATION
PACE ENTERTAINMENT GROUP, LTD.
PACE MUSIC GROUP, INC.
PACE THEATRICAL GROUP, INC.
PALACE THEATRE OPERATING GROUP, LLC
PCMT, INC.
PEC, INC.
PERFORMING ARTS MANAGEMENT OF NORTH MIAMI, INC.
PIER 6 CONCERT PAVILION PARTNERS, LLC
PLAZA DE MEXICO, INC.
PONTIAC ENTERTAINMENT CORPORATION
PORTLAND PAVILION LLC
PREMIERE RADIO NETWORKS INC.
PREMIERE RADIO NETWORKS, INC.
PRISM PRODUCTIONS, INC.
PROSERV, LLC
PTG-FLORIDA, INC.
PURE COTTON, INC.
QBQ ENTERTAINMENT, INC.
QN CORP.
QUANTUM STRUCTURES & DESIGN, INC.
RADIO-ACTIVE MEDIA, INC.
RAGTIME NY LLC
RAINBOW CONCERT PRODUCTIONS, INC.
RHYME TIME LLC
RITUAL, INC.
ROADRUNNER STAGING, INC.
ROSEMONT CONSULTING, INC.
RZO TOURS, INC.
SCOTTISH PLAY, LLC
SELMA AMPHITHEATER, LLC
SFX ARENA VENTURES, INC.
SFX BASEBALL GROUP, LLC

SFX BASKETBALL GROUP, LLC
SFX BOGART, LLC
SFX BROADWAY, INC.
SFX CHICAGO, INC.
SFX CINCINNATI, LLC
SFX CONCERTS OF THE MIDWEST, INC.
SFX CONCERTS, INC.
SFX ELECTRIC FACTORY, INC.
SFX ENTERTAINMENT, INC.
SFX FAMILY ENTERTAINMENT INTERNATIONAL, INC.
SFX FAMILY ENTERTAINMENT OF NEW JERSEY, INC.
SFX FAMILY ENTERTAINMENT OPERATIONS, INC.
SFX FAMILY ENTERTAINMENT, INC.
SFX FAMILY HOLDINGS, INC.
SFX FESTIVALS, INC.
SFX FINANCIAL ADVISORY MANAGEMENT ENTERPRISES, INC.
SFX GOLF EVENTS, LLC
SFX INTERACTIVE, INC.
SFX INTERNET SELLER, INC.
SFX LAS VEGAS, INC.
SFX MARKETING, INC.
SFX MEDIA GROUP, LLC
SFX MEDIA MARKETING, INC.
SFX MOTOR SPORTS, INC.
SFX MULTIMEDIA GROUP, LLC
SFX MUSIC CLEVELAND, LLC
SFX MUSIC GROUP, INC.
SFX ODEON LICENSE, LLC
SFX OF NEW MEXICO, LLC
SFX ORBITZ LICENSE, LLC
SFX POST THE WINNERS, LLC
SFX PRODUCTIONS AND PUBLISHING, INC.
SFX RADIO NETWORK, INC.
SFX REALTY COMPANY OF ILLINOIS, INC.
SFX RECORD INVESTMENTS, INC.
SFX RIGHTS, INC.
SFX SARATOGA CONCERTS, LLC
SFX SHARED SERVICES, INC.
SFX SPORTS GROUP, INC.
SFX SPORTS HOLDINGS, INC.
SFX TARGET CENTER ARENA MGMT LLC
SFX THEATRICAL GROUP, INC.
SFX THEATRICAL MERCHANDISING, INC.
SFX TOUR I (USA), INC.

SFX TOUR II (USA), INC.
SFX TOURING, INC.
SFX TRANSPORTATION, INC.
SFX TV RESIDUALS, INC.
SFX.COM INCORPORATED
SFX/NEDCO, INC.
SFX-FE TOURING ARTISTS GROUP, INC.
SFX-FEI (GERMANY), INC.
SHELLI MEADOWS, INC.
SHELTER ADVERTISING OF AMERICA, INC.
SHELTER ADVERTISING OF HIALEAH, INC.
SM/PACE, INC.
SOUTHEAST TICKETING COMPANY
SOUTHERN PROMOTIONS, INC.
SPEAKER SERIES, LLC
SPORTS & ENTERTAINMENT MEDIA SERVICES, INC.
SUNSHINE CONCERTS, L.L.C.
SUNSHINE CONCERTS, L.L.C.
SUNSHINE DESIGNS, INC.
SUNSHINE DESIGNS, L.P.
SUNTEX ACQUISITION, INC.
SUNTEX ACQUISITION, L.P.
TBA MEDIA, INC.
TC AVIATION, INC.
TCN THEATER GROUP, INC.
THE ACKERLEY GROUP, INC.
THE ALBUM NETWORK, INC., A CALIFORNIA CORPORATION
THE AREA FESTIVAL, LLC
THE BOATHOUSE FOOD SERVICE CO.
THE BOOKING GROUP L.L.C.
THE ENTERTAINMENT GROUP, INC.
THE HORTON COMPANY LIMITED PARTNERSHIP
THE J&H TOURING COMPANY LIMITED PARTNERSHIP
THE JEKYLL COMPANY LIMITED PARTNERSHIP
THE NEW RESEARCH GROUP, INC.
THE SHAGGY COMPANY, LLC
THEATRE LEAGUE OF PHILADELPHIA
THEATRE MAGAZINE, LLC
THEATRE MANAGEMENT GROUP - CANADA, INC.
THEATRE MANAGEMENT GROUP - CHICAGO, L.L.C.
THEATRE MANAGEMENT GROUP - MARYLAND, L.L.C.
THEATRE MANAGEMENT GROUP, INC.
THEATRE MANAGEMENT GROUP-NEW YORK, L.L.C.
THEATRICAL SERVICES, L.L.C.

TMG HIPPODROME, LLC
TNA (USA) INC.
TNA TOUR I (USA) INC.
TNA TOUR II (USA) INC.
TOLLIN/ROBBINS MANAGEMENT, LLC
TREMONT STREET THEATRE CORPORATION II, INC.
UNIVERSAL OUTDOOR, INC.
URBAN BROADWAY SERIES, L.L.C.
URBAN ENTERTAINMENT, L.L.C.
VIVelo, INC.
WEST 42ND STREET MUSIC, LLC
WEST COAST AMPHITHEATER CORP.
WESTBURY MUSIC FAIR, LLC
WESTCHESTER RADIO, L.L.C.
WILTERN RENAISSANCE LLC