

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 104309



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Capstar Radio Operating Company
- 2. It is incorporated under the laws of Delaware
- 3. The name which it elects to use in Rhode Island is _____

(If the corporation does not contain the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

- 4. The date of its incorporation is May 19, 1989 and the period of its duration is Perpetual
- 5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
1209 Orange Street, Wilmington, Delaware 19801

- 6. The address of its proposed registered office in Rhode Island is 123 Dyer Street
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

- 7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

See attached purpose clause

- 8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	See attached list of directors.	FILED
Director	_____	_____
President	See attached list of officers	JAN 07 1999 By <u>Lot 483</u>
Vice President	_____	_____
Secretary	_____	_____
Treasurer	_____	_____

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9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common	(No series)	\$0.01

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common	(No series)	\$0.01

11. An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located 0.00%; and an estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year 0.00%.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 5,900,00

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 10

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 67,000

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 0

16. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 18, 19 98

Capstar Radio Operating Company

(Exact Corporate Name of Corporation Making Application)

By Kathy Archer

President or Vice President (check one)

Kathy Archer

AND

By Kevin Mischnick

Secretary or Assistant Secretary (check one)

Kevin Mischnick

STATE OF Texas
COUNTY OF Travis

In Austin, on this 18th day of December, 19 98, personally appeared before me Kathy Archer, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.



Jean C Menke
Notary Public
My Commission Expires: _____

Appendix to Rhode Island
Application for Certificate of Authority

**Purpose Clause of
Capstar Radio Operating Company**

To own and operate radio stations and related businesses, including any activity deemed to be necessary, desirable or incidental thereto. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

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Officers and Director of Capstar Radio Operating Company

R. Steven Hicks, Sole Director, Chief Executive Officer and President
600 Congress Avenue
Suite 1400
Austin, Texas 78701

Paul D. Stone, Executive Vice President, Chief Financial Officer and Treasurer
600 Congress Avenue
Suite 1400
Austin, Texas 78701

William S. Banowsky, Jr., Executive Vice President and Secretary
600 Congress Avenue
Suite 1400
Austin, Texas 78701

D. Geoffrey Armstrong, Executive Vice President and Chief Operating Officer
600 Congress Avenue
Suite 1400
Austin, Texas 78701

Kathy Archer, Vice President and Assistant Secretary
600 Congress Avenue
Suite 1400
Austin, Texas 78701

Kevin Mischnick, Vice President and Assistant Secretary
600 Congress Avenue
Suite 1400
Austin, Texas 78701

CONSENT TO USE OF SIMILAR NAME

Capstar Communications California, Inc., successor by merger to Capstar Broadcasting of Rhode Island, Inc., hereby consents to the use of the name "Capstar Radio Operating Company" in Rhode Island by Capstar Radio Operating Company, a Delaware corporation.

IN WITNESS WHEREOF, the undersigned has caused this consent to be executed on its behalf by its duly authorized officer this 6th day of January, 1999.

CAPSTAR COMMUNICATIONS CALIFORNIA,
INC.

Successor by Merger to
Capstar Broadcasting of Rhode Island, Inc.

By: Kathy Archer
Kathy Archer, Vice President