

Filing Fee: \$100.00

ID Number: 102146



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

**FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR CERTIFICATE OF REGISTRATION**

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is Metro Networks Communications, Limited Partnership *ok attached*
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

and, if different, the name which it proposes to register and transact business in the State of Rhode Island is _____

2. The limited partnership is organized under the laws of Delaware and the date of its formation is June 29, 1998.

3. The general character of the business it proposes to transact in Rhode Island is Marketing of broadcasting and advertising services.

4. The name and address of the agent for service of process is C T CORPORATION
(Name of Agent)
123 Dyer Street Providence , RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:
1209 Orange Street, Wilmington, DE 19801

7. The name and business address of each general partner is:

General Partner	Business Address
<u>Metro Networks Communications, Inc.</u>	<u>2800 Post Oak Blvd., /Ste. 4000, Houston, TX 77056</u>
_____	_____
_____	_____
_____	_____

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

2800 Post Oak Blvd., Ste. 4000, Houston, TX 77056

9. A mailing address for the foreign limited partnership is: 2800 Post Oak Blvd., Ste. 4000, Houston, TX 77056

Dated July 15, 1998 Metro Networks Communications, Limited Partnership
(Exact name of Limited Partnership making application)

FILED

AUG 18 1998

By Tami LeBlanc, Treasurer
General Partner
Tami LeBlanc, Treasurer of Metro Networks Communications, Inc.

STATE OF Texas
COUNTY OF Harris

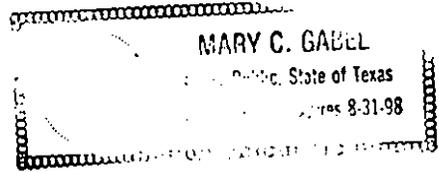
By [Signature]
209395

In Houston, on this 15 day of July, 19 98, personally appeared

before me Tami LeBlanc, Treasurer of Metro Networks Communications, Inc. who, being by me first duly sworn, declared
Tami LeBlanc, Treasurer of Metro Networks Communications,
that he/she is a General Partner of the Inc.

that he/she signed the foregoing document as a General Partner of the limited partnership, and that the statements therein contained are true.

Mary C. Gabel
Notary Public



06 JUL 22 6 01 30 PM '98
COMMERCIAL RECORDS
6377000

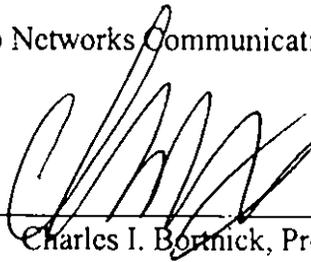
CONSENT TO USE OF NAME

Metro Networks Communications, Inc., a corporation organized under the laws of the State of Maryland, hereby consents to the qualification of Metro Networks Communications, Limited Partnership in all fifty States of the United States and the District of Columbia.

IN WITNESS WHEREOF, the said Metro Networks Communications, Inc. has caused this consent to be executed by its president and attested by its assistant secretary, this 17th day of July, 1998.

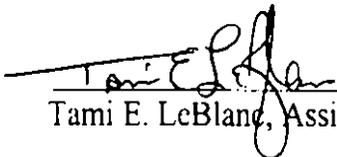
Metro Networks Communications, Inc.

By



Charles I. Bortnick, President

Attest:



Tami E. LeBlanc, Assistant Secretary

98-07-17

98-07-17

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "METRO NETWORKS COMMUNICATIONS, LIMITED PARTNERSHIP" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JULY, A.D. 1998, AT 6:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9222951

981294928

DATE: 07-29-98