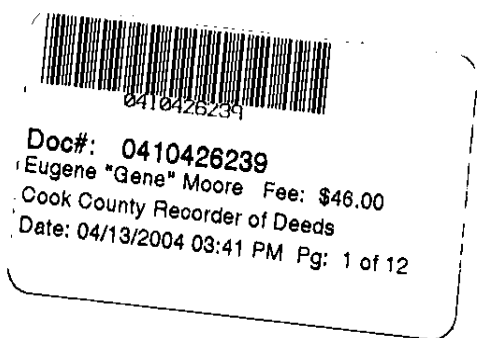


# UNOFFICIAL COPY

FORM **BCA 5.10/5.20** (rev. Dec. 2003)

**STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE**  
Business Corporation Act

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-3647  
www.cyberdriveillinois.com



**FILED**

**APR 09 2004**

JESSE WHITE  
SECRETARY OF STATE

Remit payment in the form of a check or money order payable to the Secretary of State.

File # 59136356

Filing Fee: \$25.00

Approved: *BH*

Submit in duplicate

Type or Print clearly in black ink

Do not write above this line

(498031-950 PS2)

- CORPORATE NAME: CLEAR CHANNEL OUTDOOR, INC.
- STATE OR COUNTRY OF INCORPORATION: Delaware
- Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (*before change*):

Registered Agent	<u>C T Corporation System</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>208 South LaSalle Street</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Chicago</u>	<u>60604</u>	<u>Cook</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

- Name and address of the registered agent and registered office shall be (*after all changes herein reported*):

Registered Agent	<u>Illinois Corporation Service Company</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>801 Adlai Stevenson Drive</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Springfield</u>	<u>62703</u>	<u>Sangamon</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

- The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

- The above change was authorized by: ("*X*" one box only)

- By resolution duly adopted by the board of directors.
- By action of the registered agent.

(Note 5)

(Note 6)

**SEE REVERSE SIDE FOR SIGNATURE(S).**

**BOX 314**

**UNOFFICIAL COPY**

7. (If authorized by the board of directors, sign here. See Note 5)

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated March 11, 2004 CLEAR CHANNEL OUTDOOR, INC.  
 (Month & Day) (Year) (Exact Name of Corporation)  
Laura R Dunlap  
 (Any Authorized Officer's Signature)  
 Laura Dunlap, Attorney in Fact  
 (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated \_\_\_\_\_, \_\_\_\_\_  
 (Month & Day) (Year) (Signature of Registered Agent of Record)

\_\_\_\_\_  
 (Type or print name. If the registered agent is a corporation, type or print the name and title of the officer who is signing on its behalf.)

**NOTES**

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address, a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of *registered agent* must be by resolution adopted by the board of directors. This statement must then be signed by a duly authorized officer.
6. The registered agent may report a change of the *registered office* of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.

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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.

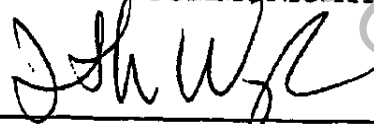
In the execution of any documents necessary for the purposes set forth herein, Patricia Pizzuto shall exercise the power of Vice President and Laura Dunlap shall exercise the power of Secretary.

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 6<sup>th</sup> day of February, 2004.


CLEAR CHANNEL COMMUNICATIONS, INC.

BY:

  
\_\_\_\_\_  
KENNETH E. WYKER,  
Senior Vice President/General Counsel

Subscribed and sworn to before me this 6<sup>th</sup> day of February, 2004.



  
\_\_\_\_\_  
Notary Public

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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.

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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  
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CITICASTERS CO.  
CITICASTERS FCC HOLDINGS, INC.  
CITICASTERS LICENSES, L.P.  
CLEAR CHANNEL ADSHEL, INC.  
CLEAR CHANNEL ADSHEL, INC.  
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CLEAR CHANNEL COMMUNICATIONS FOUNDATION  
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CLEAR CHANNEL COMMUNICATIONS, INC.  
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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  
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CONTEMPORARY SPORTS INCORPORATED  
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CRITICAL MASS MEDIA, INC.  
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DEER CREEK AMPHITEATER CONCERTS, L.P.  
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DLC FUNDING CORP.  
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NEW ERA PROMOTIONS, INC., A CLOSE CORPORATION  
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NEW YORK METRO CONCERTS, LLC  
NEW YORK THEATER COMPANY  
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NOC, INC.



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