

United States of America
FEDERAL COMMUNICATIONS COMMISS.
EXPERIMENTAL
RADIOSTATION CONSTRUCTION PERMIT
AND LICENSE

EXHIBIT 1

EXPERIMENTAL

(Nature of Service)

K F 2 X B F

(Call Sign)

XD MO

(Class of station)

3735-EX-PL-93

(File number)

NAME PLAYPHONE SYSTEMS, INC.

Mobile: United States, Virgin Islands and Puerto Rico
 (Location of station)

Subject to the provisions of the Communications Act of 1934, subsequent acts, and treaties, and all regulations heretofore or hereafter made by this Commission, and further subject to the conditions and requirements set forth in this license, the licensee hereof is hereby authorized to use and operate the radio transmitting facilities hereinafter described for radio communications.

Frequency	Authorized Power (watts)	Emission Designator
530-1705 KHz	40 (ERP)	6K00A3E
88.1-107.9 MHz	10 (ERP)	180KF3E
54-72 MHz	10 (ERP)	180KF3E
76-88 MHz	10 (ERP)	180KF3E
174-216 MHz	10 (ERP)	180KF3E
450-451	30 (ERP)	16K0F3E/25K0F3E
455-456	30 (ERP)	16K0F3E/25K0F3E

In lieu of frequency tolerance, the occupied bandwidth of the emission shall not extend beyond the band limits set forth above.

Operation: In accordance with Sec. 5.202(h) of the Commission's Rules.

Special Condition:

1. The Licensee shall ensure frequencies are not in use in the area prior to conducting any operations.
2. Licensee is required to file a progress report of experimentation carried out every 6 months from the date of grant. This report shall be filed with the FCC, Room 7326, Washington, DC 20554.

This authorization effective September 3, 1993 and
 will expire 3:00 A.M. EST July 1, 1995

**FEDERAL
 COMMUNICATIONS
 COMMISSION**

Playfone Systems, Inc.
Application Form FCC 702

Exhibit 2

See Attached

State of Delaware
Office of the Secretary of State

PAGE 1

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 INCORPORATION OF "CAPITAL BROADCAST SYSTEMS, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 1994, AT 4 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



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

Edward J. Freel, Secretary of State

2445309 8100

944199328

AUTHENTICATION:

DATE:

7275303

10-20-94

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 AMENDMENT OF "CAPITAL BROADCAST SYSTEMS, INC.", CHANGING ITS NAME FROM "CAPITAL BROADCAST SYSTEMS, INC." TO "CAPITAL BROADCASTING SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1994, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

7277502

10-24-94

2445309 8100

944200554

CERTIFICATE OF INCORPORATION
OF
CAPITAL BROADCAST SYSTEMS, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware") hereby certifies that:

FIRST: The name of the Corporation (hereinafter called the "Corporation") is CAPITAL BROADCAST SYSTEMS, INC.

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware, is 32 Loockerman Square, Suite L-100, City of Dover 19901, County of Kent; and the name of the registered agent of the Corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CAPITAL BROADCAST SYSTEMS, INC.**

It is hereby certified that:

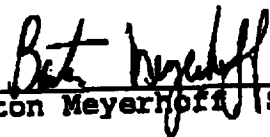
1. The name of the corporation (hereinafter called the "Corporation") is Capital Broadcast Systems, Inc.

2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the Corporation (hereinafter called the "Corporation") is CAPITAL BROADCASTING SYSTEMS, INC.

3. The amendment of the Certificate of Incorporation of the Corporation herein certified has been duly adopted, in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware, by the Sole Incorporator, no directors having been named in the Certificate of Incorporation and no directors having been elected.

Signed on October 20, 1994.


Barton Meyerhoff Sole Incorporator

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Million (1,000,000), par value \$.01 per share, all of which shall be designated "Common Stock."

FIFTH: The name and the mailing address of the Incorporator are as follows:

<u>Name</u>	<u>Mailing Address</u>
Barton Meyerhoff	Chapman & Fennell Three Landmark Square Stamford, CT 06901

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of §291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any

receiver or receivers appointed for this Corporation under the provisions of §279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation, and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the

whole Board of Directors shall be fixed by, or in the manner provided in, the By-laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other By-laws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of §109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the By-laws of the Corporation may be exercised by the Board of Directors of the Corporation; provided, however, that any provision for the classification of directors of the Corporation for staggered terms pursuant to the provisions of subsection (d) of §141 of the General Corporation Law of the State of Delaware shall be set forth in an initial By-law or in a By-law adopted by the stockholders of the Corporation entitled to vote unless provisions for such classification shall be set forth in this Certificate of Incorporation.

3. Whenever the Corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the

right to vote at, any meeting of stockholders. Whenever the Corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the Certificate of Incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of §242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

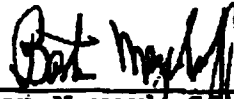
NINTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of §102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of §145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses,

liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: From time to time any of the provisions of this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article ELEVENTH.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of October, 1994.



Barton Meyerhoff
Sole Incorporator

Playfone Systems, Inc.
Application Form FCC 702

Exhibit 3

Gregory Deieso
199 Lincoln Road
Westfield, NJ 07090

92%

EXHIBIT 4

The principal business of Capital Broadcasting Systems, Inc. will be undertaking experimental broadcasts pursuant to FCC authorization KF2XBF.

EXHIBIT NO. 4(G)

Playfone Systems, Inc. ("Playfone") requests an experimental authorization to explore the technical and economic feasibility of providing live on-site radio broadcasts to attendees at sporting events. The bandwidths for the various frequencies requested were determined as follows:

AM band (530 - 1705 kHz)	= 2 M
FM band (88.1 - 107.9 MHz)	= 2 M + 2 D K, K = 1
VHF-TV Band (54 - 72 MHz; 76 - 88 MHz; 174 - 216 MHz)	= 2 M
AUXILIARY (450 - 451 MHz and 455 - 456 MHz)	= 2 M + 2 D K, K = 1.

EXHIBIT NO. 10

Playfone Systems, Inc. ("Playfone") requests an experimental authorization to explore the technical and economic feasibility of providing live on-site radio broadcasts to attendees at sporting events. Playfone seeks to determine whether such operations can be conducted satisfactorily using inexpensive, commercially available radio receivers, or whether such operations can be conducted using such receivers with slight modifications.

Playfone proposes to operate in the conventional AM, FM and VHF-TV bands. However, Playfone also requests authority to operate in the "expanded" AM band, up to 1705 kHz, and in the band that is available for use for travelers information services, inasmuch as the latter can be received on conventional receivers already available in the marketplace.

Playfone has also requested authorization for use of frequencies outside the broadcast spectrum, in the 450 mHz range, for uses ancillary to the experimental communications. Such uses would be similar to those permitted by Auxiliary Broadcast Stations under Part 74 of the Rules. Playfone would use conventional field communications equipment for two-way communications to coordinate coverage and production of the event.

Playfone will use commercially available broadcast equipment, which may be modified to Playfone's particular needs or the needs of the location. The frequency used will be determined on the basis of available spectrum at each test location, so as to avoid interference to existing licensed stations. While Playfone has specified certain power levels in its application, it will use only that power necessary to cover the intended, limited service area, using a controlled signal.

Playfone intends to provide spectators and attendees with information concerning the event, traffic, emergency information, and any other information that may be of interest or relevance to the occasion.

The objective of the experimental broadcast is to determine the economic and technical feasibility of conducting on-site broadcasts to attendees at live sporting events, to be received using inexpensive, commercially available receivers. Certain transmissions might be possible under Part 15 of the F.C.C.'s rules; however, because of the significant limitations contained therein, other transmissions would be precluded by Part 15, or would otherwise not be of suitable audio quality.

Playfone submits that there is a need for a temporary broadcast service at events that attract large audiences, delivering a high-quality signal to a discrete and limited reception area. Such a service is not currently available under the F.C.C. rules. If the experiment proves successful, such a service could be employed at others types of events involving large numbers of people gathered at a single location.