

BY-LAWS

OF

Perry Broadcasting of Lawton, Inc. **An Oklahoma General Corporation**

ARTICLE 1

PLACE OF BUSINESS

1.01 Principal Place of Business

The principal place of business of the Corporation for the transaction of business shall be located in the City of Oklahoma City, County of Oklahoma, State of Oklahoma.

1.02 Additional Offices

Additional business offices may be established at such other places as the Board of Directors may from time to time designate or as the business of the Corporation may require from time to time.

ARTICLE 2

REGISTERED OFFICE AND REGISTERED AGENT

2.01 Registered Office

The Corporation shall maintain a registered office in the State of Oklahoma which may, but need not be, the same as its present principal place of business.

2.02 Registered Agent

The Corporation shall also have and continuously maintain in the State of Oklahoma a registered agent on whom service of summons may be had and whose business address is identical to the registered office of this Corporation. The Board of Directors shall have authority to appoint or change, from time to time, the registered agent of this Corporation in the State of Oklahoma.

ARTICLE 3

SEAL

3.01 Inscription of Seal

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the State of Incorporation, and the words "Corporate Seal," and shall be as follows: Perry Broadcasting of Lawton, Inc.

[CORPORATE SEAL]

ARTICLE 4

BOARD OF DIRECTORS

4.01 Number

The number of Directors which shall constitute the whole Board shall be not less than one (1). Subject to the foregoing limitation, the Shareholders at any meeting shall determine the number which shall constitute the Board and the number so determined shall remain fixed until changed at a subsequent meeting.

4.02 Election and Term

The Directors shall hold office until the next annual meeting of the Shareholders or until their successors are elected either at an annual meeting or at a special meeting of the Shareholders. Subject to the foregoing and Sections 4.05 and 4.06, Directors shall be elected annually at an annual or special meeting of the Shareholders. The Directors' terms of office shall begin immediately after election and shall continue for one year and until their successors are elected and qualified. At all elections of the Directors, there must be present in person or by proxy the holders of a majority of the shares entitled to vote and every person acting therein in person or by proxy must be a bona fide Shareholder having stock in his or her own name in the stock books of the Corporation.

4.03 Quorum

All of the authorized number of Directors shall constitute a quorum of the Board of Directors for the transaction of business except as herein otherwise specifically provided. Every act done or decision made by all of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors; PROVIDED, HOWEVER, that a majority of the Board of Directors in the absence of a quorum may adjourn any meeting of the Board of Directors from day to day, but may not transact any business of the Corporation.

4.04 Compensation

Directors as such shall only receive compensation for their services whenever duly authorized by all of the Board of Directors; PROVIDED, HOWEVER, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor as may be set by all of the Directors' unanimous action.

4.05 Vacancies

Any vacancy or vacancies in the Board of Directors may be filled by the affirmative vote of all of the remaining Directors, even though less than a quorum, or by a sole remaining Director, and each Director so chosen shall hold office until the Director's successor is elected at an annual or special meeting of the Shareholders. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased, or if the Shareholders fail at any annual or special meeting of Shareholders to elect the full authorized number of Directors to be voted for at the meeting.

4.06 Removal

The entire Board of Directors or any individual Director may be removed from office, with or without cause, by a vote of all of the Shareholders at any annual or special meeting of the Shareholders. In the event that the Board of Directors or any one or more Directors be so removed, new Directors may be elected at the same meeting. The Board of Directors shall declare vacant the office of a Director if the Director is declared of unsound mind by an order of a Court, or convicted of a felony, or may do so if, within sixty (60) days after notice of the election, the Director does not either accept such office in writing or attend a meeting of the Board of Directors and fulfill such other requirements of qualification as these By-Laws provide.

4.07 Powers and Duties

Subject to the limitations of the Certificate of Incorporation and of the pertinent restrictions of the Oklahoma General Corporation Act, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the limitations herein set forth, the Board of Directors shall have the power to:

(a) Conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefor, not inconsistent with law and these By-Laws, as the Board of Directors may deem best;

(b) Appoint by resolution an executive committee and any other committee which may deem to the Board of Directors advisable, and to delegate to the executive committee, or any

other such committee subject to the control of the Board of Directors, any of the powers and authority of the Board of Directors, except the power to adopt, amend or repeal these By-Laws or other powers prohibited by the Oklahoma General Corporation Act; PROVIDED, HOWEVER, that any such executive committee shall be composed of one or more Directors and shall act only in the interval between meetings of the Board of Directors and shall be subject at all times to the control and direction of the Board of Directors;

(c) Elect and remove at pleasure all the Officers, agents and employees of the Corporation, prescribe such duties for them as may not be inconsistent with law and these By-Laws, fix the terms of their offices and their compensation and in their discretion, require from them security for faithful service;

(d) Designate, from time to time, the office of the Corporation, and to designate from time to time any place or places where meetings of the Shareholders and Directors of the Corporation shall or may be held; to adopt, name and use a corporate seal, and to prescribe the forms of certificates of stock, and to alter the forms of such seal and such certificates, from time to time, as in their judgement may deem best;

(e) Designate a time in the future as a record date for the determination of the Shareholders entitled to notice of and to vote at any meeting, or entitled to receive any dividend or distribution, or any allotment of rights, or to exercise the rights with respect to any change, conversion or exchange of shares, and in such case only Shareholders of record on the date so designated shall be entitled to notice of and to vote at such meeting, or to receive such dividend, distribution or allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after any record date so designated; PROVIDED, HOWEVER, such designated time shall not exceed thirty (30) days preceding the date of any such meeting of Shareholders and such meeting designated for such payment of any dividend or distribution, or for such allotment of rights, or when any such change or conversion or exchange of shares shall go into effect;

(f) Authorize the issue of stock of the Corporation from time to time, upon such terms as may be approved by appropriate public authority, in consideration of money paid, labor done or services actually rendered, debts or securities cancelled, or tangible or intangible property actually received, or in cash of shares issued as a dividend, against amounts transferred from surplus to stated capital; and

(g) Generally do and perform every act and thing whatsoever that may pertain to the office of a Director or to the Board of Directors.

ARTICLE 5

MEETINGS OF BOARD OF DIRECTORS

5.01 Place of Meetings

Any regular, annual, special or adjourned meeting of the Board of Directors of the Corporation may be held at any place within or without the State of Oklahoma which has been designated for that purpose by Resolution of the Board of Directors or by the written consent of all of the members of the Board of Directors.

5.02 Annual Meetings

Annual meetings of the Board of Directors, of which no notice need be given, shall be held immediately after the adjournment of each annual meeting of the Shareholders.

5.03 Regular Meetings

In the sole discretion of the Board of Directors, regular meetings of the Board of Directors may be held monthly without notice, at such time and place as shall be determined by the Board of Directors.

5.04 Special Meetings

Special meetings of the Board of Directors may be called at any time by order of the President or two or more Directors.

5.05 Notice of Special Meeting

Written notice of the time, place and purpose of all special meetings of the Board of Directors shall be given to each Director by the delivery personally or by mail of a written or printed notice, or by cable or telegraph at least seven days before the time designated for said meeting. All Directors shall register their addresses with the Secretary and notice of meetings shall be sent or given by mail, cable or telegraph, to such addresses and shall be valid notice of such meeting upon deposit in the United States mail or when sent.

5.06 Waiver and Consent

If a quorum is present or if, either before or after the meeting, each of the Directors not present executes a written waiver of notice, or a consent to holding of such meeting, or an approval of the minutes thereof, the business transactions of any meeting of the Board of Directors, however called or noticed, shall be valid as if such transactions had occurred at a meeting duly held after a regular call and waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.07 Special or Adjourned Meeting

Any business which might be done at a regular or annual meeting of the Board of Directors may be done at a special meeting or at an adjourned meeting if the time and place of such adjourned meeting is fixed at the meeting adjourned.

5.08 Consent to Action

Any action which might be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if all of the members of the Board or committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of the Board or committee.

5.09 Call of Meetings

Meetings of the Board of Directors, other than organizational meetings, shall be called by the President; or if the President is absent or unable to act, or refuses to act, by the Vice-President, Secretary or Treasurer or a majority of the Directors of the Corporation.

5.10 Telephonic Participation

Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or such committee, by means of conference telephone or similar communication equipment by means of which all persons participating can hear each other; such participation shall constitute presence in person at such meeting.

ARTICLE 6

OFFICERS

6.01 Election and Qualifications

The Officers of this Corporation shall consist of a President, and either (1) a Secretary and a Treasurer, or (2) a Secretary-Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board. The Officers shall be selected by the unanimous vote of the Board of Directors. Any other Officers may or may not be Directors and no Officer shall be required to be a Shareholder of the Corporation. The same person may be selected for and hold both the office of President and Secretary, or President and Vice-President; and no Officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument be required by law or these By-Laws to be executed, acknowledged or verified, as the case may be, by any two or more Officers. The Board of Directors may, in its sole discretion, elect at any time, additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers with such powers as the Board of Directors shall from time to time

prescribe. The Board of Directors may require any Officer or agent to give bond or other security for the faithful performance of his duties.

6.02 Terms and Compensation

The term of office and salary of each Officer, and the manner and time of the payment of such salaries, shall be fixed and determined by the unanimous vote of the Board of Directors and may be altered by the Board of Directors from time to time, at any time, at the pleasure and in the sole discretion of the Board of Directors.

6.03 Chairman of the Board

If there shall be a Chairman of the Board, who may but need not be the President of the Corporation, the Chairman shall preside at all meetings of the Board of Directors, when present, and shall exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors.

6.04 Removal

Any Officer or agent may be removed by the Board of Directors, with or without cause, whenever in the judgment of the Board of Directors the best interests of the Corporation will be served thereby.

ARTICLE 7

PRESIDENT

7.01 Chief Executive Officer

The President shall be the Chief Executive Officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation, subject to the control of the Board of Directors.

7.02 Powers and Duties

The President shall have the power and duty to:

- (a) Preside at all meetings of the Shareholders and Directors, unless a Chairman of the Board has been designated to preside;
- (b) Call special meetings of the Shareholders and all meetings of the Board of Directors;

(c) Affix the signature of the Corporation to all deeds, conveyances, mortgages, leases, obligations, bonds, certificates, contracts, other papers and instruments and certificates of stock of the Corporation;

(d) Supervise and control, subject to the control of the Board of Directors, all Officers, agents and employees of the Corporation; and

(e) Perform, in general, all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

ARTICLE 8

VICE PRESIDENT

8.01 Powers and Duties

In case of the absence, disability or death of the President, the Vice President, if and when the Board of Directors choose to elect one, shall take the place and perform all the duties of the President; PROVIDED, HOWEVER, that in the event there be more than one Vice President, the Vice President in the order designated at the time of their election, or in the absence of any designation, then the order of their election, shall take the place of the President; PROVIDED FURTHER, HOWEVER, that a Vice President who is not a Director shall not succeed to the office of President. The Vice President, or Vice Presidents, of this Corporation shall have such other powers and perform such other duties as may be granted or prescribed by the Board of Directors.

ARTICLE 9

SECRETARY

9.01 Powers and Duties

The Secretary shall have the power and duty to:

(a) Keep full and complete minutes of the meetings of the Board of Directors and the meetings of the Shareholders;

(b) Be custodian of the seal of the Corporation and to affix said seal to all instruments which may require such;

(c) Countersign with the President all certificates of stock, the issuance of which shall have been authorized by Resolution of the Board of Directors;

(d) Make service and publication of all notices in accordance with provisions of these By-Laws or required by law; PROVIDED, HOWEVER, in the case of the absence, inability, refusal or neglect of the Secretary to make service or publication of any notice, then such notice may be served and published by the President or Vice President, or by any person authorized by either of them, or by the Board of Directors, or by the holders of a majority of the capital stock of the Corporation;

(e) Be custodian of the Corporate records and to supervise and control the keeping of the accounts and books of the Corporation;

(f) Transfer upon the Corporate books any and all shares of the stock of the Corporation and to maintain a register of the address of each such Shareholder which shall be furnished to the Secretary by such Shareholder; PROVIDED, HOWEVER, that no certificate of stock shall be issued or delivered, or if issued or delivered, shall have no validity whatsoever, until and unless such certificate has been countersigned by the President of the Corporation; and

(g) Generally do and perform all such duties as pertain to the office of the Secretary and as may be assigned by the President or the Board of Directors.

ARTICLE 10

TREASURER

10.01 Powers and Duties

The Treasurer shall have the power and duty to:

(a) Have charge and custody of and be responsible for all funds and securities of the Corporation;

(b) Receive all monies belonging to or paid unto the Corporation and to provide receipts therefor; to deposit such monies as the Treasurer shall be directed by the Board of Directors with one or more solvent and reputable banks or bankers to be designated by the Board of Directors; and to maintain full and complete records of the funds received and disbursements thereof;

(c) Render to the Shareholders at the annual meeting and to the Board of Directors at any meeting, or from time to time, whenever the Board of Directors or the President may require, an accounting of all transactions as Treasurer and of the financial condition of the Corporation;

(d) Exhibit or cause to be exhibited, the books of the Corporation to the Board of Directors, or to any committee appointed by the Board of Directors, or to any Director on application during business hours, or to any other person entitled to inspect such books pursuant to the pertinent provisions of the Oklahoma General Corporation Act of the State of Oklahoma; and

(e) Perform in general all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

ARTICLE 11

SECRETARY-TREASURER

11.01 Powers and Duties

The Board of Directors shall have, in their sole discretion, the right and authority to combine the separate office of Secretary and Treasurer into one office, such office to be designated as the Secretary-Treasurer. The powers and duties of the Secretary-Treasurer shall be identical to those set forth above in Articles 9 and 10.

ARTICLE 12

MEETINGS OF SHAREHOLDERS

12.01 Place of Meetings

Any annual, special or adjourned meeting of the Shareholders of this Corporation may be held at any place within or without the State of Incorporation which has been designated therefor by the Board of Directors.

12.02 Annual Meetings

Subject to the foregoing provision, the annual meeting of the Shareholders shall be held at the principal office of the Corporation at 4:00 o'clock p.m. on the second Tuesday of September following the close of the Fiscal Year of the Corporation, if not a legal holiday, and if a legal holiday, then on the next succeeding business day not a legal holiday. At said annual meeting, the Board of Directors of the Corporation shall be elected, reports of the affairs of the Corporation shall be considered and any other business may be transacted which is within the powers of the Shareholders to transact.

In the event the annual meeting is not held, or the Board of Directors is not elected thereat, the Board of Directors may be elected at a special meeting held for that purpose, and it shall be the duty of the President, Vice-President, or Secretary to call such special meeting upon the demand of any Shareholder entitled to vote at such meeting.

12.03 Special Meeting

Special meetings of the Shareholders, for any purpose or purposes whatsoever which shall be stated in the call, may be called at any time by the President, or by the Board of Directors, or by one or more Shareholder holding not less than one-fourth (1/4) of the voting power of the Corporation. Upon request made by written notice to the President, Vice-President or Secretary by any person or persons thus empowered to call such meeting, such Officer shall give notice to the Shareholders that such meeting has been called for the purpose or purposes stated in such request and is to be held at a specified time, which time fixed by such Officer shall not be less than ten (10) days after the receipt of such request. If notice of such meeting is not given to the Shareholders by such Officer within seven (7) days after receipt of such request, such person or persons making such request may fix the time of meeting and give notice thereof in the manner provided by these By-Laws.

12.04 Notice of Meetings

Notice, stating the time, place, and in the case of a special meeting, the purpose, of all Shareholders' meetings shall be given by written notice either (1) personally served on each Shareholder, or (2) deposited in the United States mail, postage prepaid and addressed to each Shareholder at the Shareholder's address appearing on the books of the Corporation or supplied by the Shareholder to the Corporation for the purpose of notice, at least ten (10) days and not more than sixty (60) days before the designated time for said meeting, except in the case of adjourned meetings within thirty (30) days of the adjourned meeting, no notice need be given. If notice is mailed, notice is deemed given when deposited in the United States mail, postage prepaid, directed to the Shareholder at the Shareholder's address as it appears on the records of the Corporation. An affidavit of the Secretary or an Assistant Secretary or of a transfer agent of the Corporation that notice has been given, in absence of fraud, shall be deemed evidence of notice being given.

12.05 Consent and Waiver of Notice

(a) Regardless of how or whether call was made or notice given, any transactions of the Shareholders at any meeting shall be valid as though transacted at a meeting duly held after regular call and notice if (1) such transaction has been or is thereafter approved and ratified at a regular or special meeting of the Shareholders held upon regular call or notice; (2) a quorum is present either in person or by proxy, and (3) each of the Shareholders entitled to vote and not present in person or by proxy has signed a written waiver of notice for a consent to the holding of such meeting or an approval of the minutes thereof, either before or after such meeting of the Shareholders. All such waivers, consents or approvals shall be filed with the Secretary and made a part of the records of the meeting;

(b) Whenever any notice whatsoever is required to be given under the provisions of the law or under the provisions of the Certificate of Incorporation or By-Laws, a waiver thereof in writing executed by the person or all of the persons entitled to such notice, whether before or after the time designated therein, shall be deemed equivalent to the actual giving of such notice; and

(c) Any action required to or which may be taken at any annual or special meeting of the Shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of all of the outstanding stock. Prompt notice of the taking of the corporate action by the Shareholders without a meeting by less than unanimous written consent shall be given to those Shareholders who have not consented in writing.

12.06 Quorum

(a) The holders of all of the shares of stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the Shareholders for the transaction of business except as otherwise provided by law or by the Certificate of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the Shareholders, the Shareholders entitled to vote thereafter, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented; PROVIDED, HOWEVER, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date and hour of the adjourned meeting shall be given in conformity herewith.

(b) When a quorum is present at any meeting, the affirmative vote of the holders of all of the shares of stock having voting power, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law or of the Certificate of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question; and

(c) Each Shareholder shall at every meeting of the Shareholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such Shareholder, but a proxy shall not be voted or acted upon after three (3) years from its date unless the proxy provides for a longer period, and, except where the transfer books of the Corporation have been closed or a date has been fixed as a record date for the determination of its Shareholders entitled to vote, no share of stock shall be voted on at any election for Directors which has been transferred on the books of the Corporation within twenty (20) days preceding such election of Directors.

12.07 Voting Rights

Every registered Shareholder of the Corporation at the date designated for the determination of the persons entitled to vote at a meeting of the Shareholders, or, if no such date has been designated, then at the date of such meeting, shall be entitled at such meeting to one vote for each share standing in his or her name on the books of the Corporation.

12.08 Voting List

Prior to each meeting of the Shareholders, the Secretary of the Corporation shall make, as of ten (10) days prior to the convening of such meeting, a list of all persons entitled to represent shares at such meeting, arranging the names alphabetically and showing the Shareholders' addresses and number of shares entitled to be voted by each set opposite their respective names. The Secretary shall also produce the shares ledger, or a duplicate thereof, together with such list and keep same open at the place of such meeting during the business hours for at least ten (10) days immediately preceding the convening thereof and until the close of such meeting, and same shall be subject to the inspection at any time during such period by any Shareholder or person representing shares.

12.09 Voting Trusts

One or more Shareholder of the Corporation may transfer, pursuant to an agreement in writing, their shares to any person, for the purpose of vesting in such person, as trustee, all voting or other rights pertaining to such shares upon the terms and conditions stated in such agreement, subject to the following conditions:

(a) Such agreement shall be for a period not to exceed ten (10) years; provided, however, within two (2) years prior to the time of expiration, the duration of the trust may be extended not to exceed ten (10) years;

(b) A duplicate copy of such agreement shall be filed in the registered office of the Corporation which shall be open daily during business hours for inspection by any Shareholder or holder of a voting trust certificate, or his or her agent, upon the same terms that the share ledger of the Corporation is open for inspection;

(c) The certificates of stock or uncertified stock so transferred shall be surrendered and cancelled, and new certificates therefor shall be issued to such person, as trustee, on which new certificates it shall appear that same are issued pursuant to such agreement. The entry of transfer on the books of the Corporation shall note that the transfer is made pursuant to such agreement;

(d) The trustee or trustees shall execute and deliver to the transferors voting trust certificates. Such voting trust certificates shall be transferable in the same manner as certificates of shares of the Corporation;

(e) The trustee or trustees shall possess all voting and other rights pertaining to the shares so transferred and registered in his, her or their names, subject to the terms and conditions of such trust agreement for the period so specified; and

(f) Stock standing in the name of the voting trustee or trustees may be voted either in person or by proxy, and in so voting, the voting trustee or trustees shall incur no responsibility as Shareholders except for his or her own malfeasance.

12.10 Proxies

(a) Each Shareholder entitled to vote at a meeting of the Shareholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period; and

(b) A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the Corporation generally.

12.11 Adjournments

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Shareholder of record entitled to vote at the meeting.

ARTICLE 13

SHARE CERTIFICATES

13.01 Class

The capital shares of the Corporation shall consist of a single class of common shares having full voting privileges.

13.02 Share Certificates

(a) The share certificates shall be in a form approved by the Board of Directors. Each certificate shall be signed by the Chairman or Vice-Chairman of the Board of Directors, or the President and by the Treasurer or Assistant Treasurer or the Secretary or the Assistant Secretary and shall be impressed with the Corporate seal; and

(b) Any or all of the signatures on the certificate may be a facsimile. In case any Officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such Officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if the person who signed the certificate was such Officer, transfer agent or registrar at the date of issue.

13.03 Registered Shareholders

The Corporation shall be entitled to treat the holder of record of shares as the holder in fact and shall not be bound to recognize any equitable or other claim to or interest in the shares except as otherwise provided by law.

13.04 Transfer of Shares

Subject to transfer restrictions permitted by Section 1055 of Title 18 of the Oklahoma Statutes and to stop transfer orders directed in good faith by the Corporation to any transfer agent to prevent possible violations of federal or state securities laws, rules or regulations, upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

13.05 Lost Certificates

The Board of Directors may direct a new certificate to be issued in place of a certificate alleged to have been destroyed or lost if the owner makes an affidavit that such certificate is destroyed or lost. The Board of Directors, in its sole discretion, may require the owner, as a condition precedent to the issuance of the new certificate, to provide to the Corporation a bond as indemnity against any claim that may be made against the Corporation regarding the certificate allegedly destroyed or lost.

ARTICLE 14

AMENDMENTS

14.01 Method of Amendment

The power to amend or repeal the By-Laws or to adopt new By-Laws is granted to the Board of Directors, subject to the power of the Shareholders to alter or repeal the By-Laws as provided for in the Certificate of Incorporation and the provisions of the Oklahoma General Corporation Act.

ARTICLE 15

INDEMNIFICATION

15.01 Indemnification

To the extent and in the manner permitted by the laws of the State of Oklahoma, and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes, the

Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation by reason of the fact that such person is or was a Director Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement.

ARTICLE 16

EXECUTION OF INSTRUMENTS

16.01 Contracts.

The Board or any committee thereunto authorized may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute and deliver in the name and on behalf of the Corporation any contract or other instrument, except certificates representing shares of stock of the Corporation, and such authority may be general or may be confined to specific instances.

16.02 Checks and Drafts.

All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued by or in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall be determined from time to time by resolution of the Board.

16.03 Deposits: Bank Accounts.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may from time to time designate or as may be designated by an Officer or Officers of the Corporation to whom such power of designation may from time to time be delegated by the Board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-Laws, as it may deem expedient. Unless otherwise provided by resolution of the Board, endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made by hand-stamped legend in the name of the Corporation or by written endorsement of any officer without countersignature.

16.04 Loans.

No loans shall be contracted on behalf of the Corporation unless authorized by the Board, but when so authorized, unless a particular Officer or agent is directed to negotiate the same, may be negotiated, up to the amount so authorized, by the President or a Vice-President

or the Treasurer; and such Officers are hereby severally authorized to execute and deliver in the name and on behalf of the Corporation notes or other evidences of indebtedness countersigned by the President or a Vice-President for the amount of such loans and to give security for the payment of any and all loans, advances and indebtedness by hypothecating, pledging or transferring any part or all of the property of the Corporation, real or personal, at any time owned by the Corporation.

16.05 Sale or Transfer of Securities Held by the Corporation.

Stock certificates, bonds or other securities at any time owned by the Corporation may be held on behalf of the Corporation or sold, transferred or otherwise disposed of pursuant to authorization by the Board, or of any committee thereunto duly authorized, and when so authorized to be sold, transferred or otherwise disposed of, may be transferred from the name of the Corporation by the signature of the President or a Vice-President and the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary.

ARTICLE 17

MISCELLANEOUS PROVISIONS

17.01 Annual Report

The Board of Directors of the Corporation shall not be required to prepare an annual report for the Shareholders except upon the request in writing of the Shareholders of record owning a majority of the capital shares outstanding and entitled to vote.

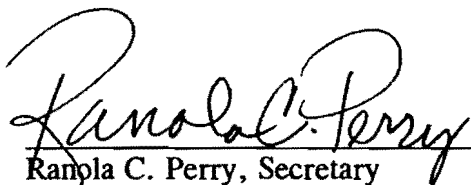
17.02 Fiscal Year

The initial fiscal year of the Corporation shall end on the last day of December, unless the Board of Directors shall, by proper Resolution, provide for a fiscal year having a different beginning and termination.

Adopted this 30th day of September, 1996.

(Corporate Seal)

ATTEST:


Ranola C. Perry, Secretary

Perry Broadcasting of Lawton, Inc., an Oklahoma Corporation

By: 

Russell M. Perry, President

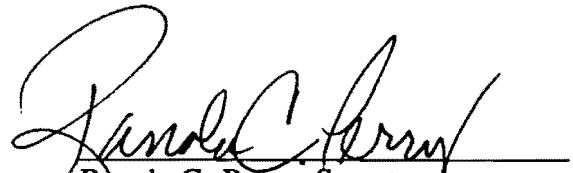
DIRECTOR


Russell M. Perry

CERTIFICATION OF SECRETARY

The undersigned, Secretary of Perry Broadcasting of Lawton, Inc., an Oklahoma Corporation, hereby certifies that the foregoing By-Laws, consisting of Seventeen Articles, were duly adopted as the By-Laws of said Corporation on this 30th day of September, 1996.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Corporation this 30th day of September, 1996.


Ranola C. Perry, Secretary

(CORPORATE SEAL)

ACCEPTANCE OF SHAREHOLDER

The undersigned, being the holder of more than a majority of the shares of Perry Broadcasting of Lawton, Inc., an Oklahoma Corporation, does hereby assent to the foregoing By-Laws of said Corporation and does hereby adopt the same as the By-Laws of the Corporation.

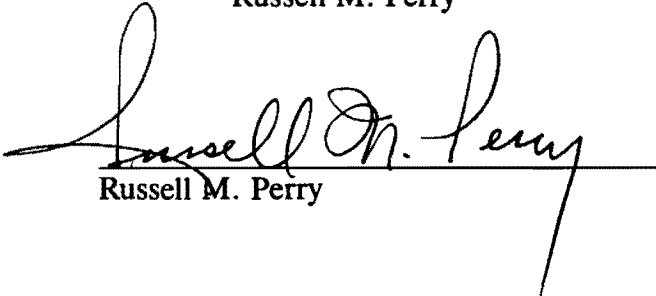
30th IN WITNESS WHEREOF, the undersigned has assented and subscribed his name this day of September, 1996.

Shareholder

Number
of Shares

Russell M. Perry

500


Russell M. Perry

Total 500