

BY-LAWS
of
LANSER BROADCASTING CORPORATION

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Article I

Shareholders

Section 1. Place of Meeting. The Board of Directors may, by appropriate resolution, establish the place of any shareholders' meeting wherever said Board may choose. Unless otherwise designated by the Board of Directors, the shareholders' meetings will be held at the registered office of said corporation in Michigan.

Section 2. Annual Meetings. The annual meeting of shareholders' shall be held at the corporate offices on the first Tuesday of August of each year subsequent to the date of incorporation. The Board of Directors shall be elected at the Annual shareholders' meeting. The Board of Directors may change the date and time of said meeting by appropriate notice mailed to shareholders advising them of such change.

Section 3. Special Meetings. Special shareholders' meetings may be called by the president, three directors, or shall be called if requested by the holders of not less than 51% of the outstanding stock of said corporation.

Section 4. Notice. A written notice of each shareholders' meeting shall be mailed to each shareholder of record not less than 7 days prior to such meeting, which notice shall state the authority pursuant to which it was issued and shall set forth the time and place of such meeting. In the case of special shareholders' meetings, such notice shall also state the purpose of or purposes of such meeting.

Section 5. Waiver of Notice. Notice of a shareholders' meeting may be waived in writing either before or after the meeting. The presence of a shareholder at a shareholders' meeting without prompt objection to the calling thereof shall be equivalent to a written waiver of notice of such meeting.

Section 6. Quorum. The presence of the record holders of a majority of the outstanding stock of the corporation, either in person or by proxy, or both, shall constitute a quorum for the transaction of business at a shareholders' meeting.

Section 7. Date of Record. The 10th day prior to each date set for a shareholders' meeting or for the payment of dividends is hereby designated as the date of record of this corporation. Shareholders of record as of the close of business on said date of record shall be the only persons entitled to notice of and to vote at such shareholders' meeting, or to receive payment of such dividend, notwithstanding any transfer of stock after such record date.

Section 8. Voting. Each shareholder shall be entitled to one vote for each share, and may vote either in person or by proxy. Only those persons who are shareholders on the date of record shall be entitled to vote at a shareholders' meeting.

Section 9. Jointly Owned Stock. Where shares of stock are held jointly, by the entireties, or in common, each such joint owner shall be deemed to have granted to the other joint owner an irrevocable power of attorney to vote said stock.

Section 10. Proxy. Each proxy shall be in writing, shall be signed and dated by the shareholder, and shall be filed with the Secretary of the corporation. A proxy shall pertain only to the meeting for which the proxy is given unless the terms thereof clearly indicate a contrary intention.

Section 11. Order of Business. The order of business shall be as follows:

- a. Roll call and recording of shareholders and number of shares represented.
- b. Reading of notice and proof of mailing.
- c. Minutes of previous meeting.
- d. Officers' reports.
- e. Election of Directors.
- f. Other business.

Article II

Board of Directors

Section 1. Number and Term. The corporation shall have three directors. Each director shall serve a term of one year or until a successor is elected and qualified. The directors shall be elected at each annual shareholders' meeting.

Section 2. Organization Meeting. The Board shall meet upon the adjournment of each annual shareholders' meeting for the purpose of selecting officers of the board and of the corporation, of establishing the time and place of regular Directors' meetings, and to transact other corporate business.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarter-annually at such time and place as the directors shall designate. Directors need not be notified as to regular meetings or adjournments thereof.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two members of the Board of Directors, by giving written notice to the members of the Board of Directors as to the time, place and purpose of such meeting.

Section 5. Notice of Meeting. Notices herein prescribed shall be in writing, shall be mailed to each person's last known address, and in the case of special meetings shall indicate the authority for such notice, and the time, place and purposes of such meeting.

Section 6. Waiver of Notice. Notice of any Board of Directors' meeting may be waived by appropriate writing signed either before or after the meeting. The presence of a director at any Board meeting without prompt objection to the calling thereof shall be equivalent to a written waiver of notice signed by such director.

Section 7. Quorum. Two directors shall constitute a quorum at any meeting of the Board of Directors. Business may be transacted by a majority of the directors present whenever such quorum requirement is met.

Section 8. Vacancies. The Board of Directors shall fill any vacancy in its membership, such director to serve for the unexpired term and until his successor is elected and qualified.

Section 9. Powers. The Board of Directors shall have the general power to carry on the affairs of this corporation and in connection therewith shall exercise all such powers and shall do all such lawful things as are not by statute or by the Articles of Incorporation or by these By-Laws required to be done by shareholders. The Board of Directors may delegate its powers to employees, agents, or committees.

Section 10. Action by Consent. The Board of Directors is hereby expressly authorized to take corporate action in the form of a written document executed by all of the directors.

Article III

Officers

Section 1. Selection by Directors. The Board of Directors shall select the officers of the corporation at their annual organizational meeting which officers shall serve until the next annual organizational meeting unless previously removed by the Board of Directors. The officers chosen shall be the officers of the corporation and of the Board of Directors, and shall include a president, a secretary and a treasurer.

Section 2. Combination of Offices. Any two of the offices specified in Section 1, above, other than the office of president may be held by the same person.

Section 3. Other Officers. The Board of Directors may appoint such other officers and agents as it may deem desirable who shall hold such office for such terms and shall exercise such powers and functions and perform such duties as the Board shall determine.

Section 4. Duties of President. The President shall be the chief executive officer of the corporation; he shall preside at all meetings of stockholders and directors. He shall have general and active management of the business of the corporation, unless the Board of Directors shall appoint a general manager, and shall perform all other duties appurtenant to such office.

Section 5. Duties of Secretary. The Secretary shall attend all meetings of the Board and Shareholders, at which meetings he shall record all votes and the minutes of all proceedings in a book kept for

such purpose. He shall give notice of all shareholders' meetings and Board of Directors' meetings. He shall have custody of the seal of the corporation and all other nonfinancial records of the corporation.

Section 6. Duties of the Treasurer. The Treasurer shall have custody of all corporate funds, securities and financial records and shall keep full and complete account of receipts, disbursements, assets, liabilities and equities in books belonging to the corporation subject to the supervisory control of the president and the Board of Directors.

Section 7. Delegation of Powers. In the event of the absence of any officer of the corporation, or for any other reason, the Board may delegate the powers of such officer to another officer or may designate someone to serve as an acting officer until the named officer is able to discharge his duties.

Article IV

Stock

Section 1. Certificates. Each shareholder shall be entitled to a certificate indicating the number of shares he owns in the corporation.

Section 2. Transfer. Shares of stock may be transferred on the books of the corporation only by the person named in the certificate or by his attorney, duly constituted in writing, and upon surrender of the certificate therefor.

Section 3. Loss of Certificate. Any person claiming the loss or destruction of a Certificate of Stock and who seeks the issuance of a new certificate shall make an affidavit of the facts, and the Board of Directors may in its discretion require the owner or his representative to give the corporation a bond in an amount not to exceed twice the value of the certificate as determined by said Board of Directors, indemnifying the corporation against loss. A new certificate of like tenor and amount shall thereupon be issued. The Board of Directors may waive the requirement of an indemnity bond.

Section 4. Registration. The secretary shall record in the books of the corporation each transaction involving the issuance or transfer of stock and shall keep a complete up-to-date list of the shareholders of the corporation and the number of shares owned by each. The corporation shall have the right to treat the registered owner of any shares as the absolute owner thereof except as is otherwise required by law.

Article V

Execution of Instruments

Section 1. Acknowledgment. Corporate instruments may be acknowledged by any officer of the corporation.

Section 2. Checks and Drafts. All checks, drafts, and orders for the payment of money shall be executed on behalf of the corporation by the president of the corporation.

Section 3. Other Instruments. All other instruments shall be executed by any one officer of the corporation unless otherwise specified by the Board of Directors.

Article VI

Indemnification

Each director and officer of this corporation shall be and hereby is indemnified by this corporation against the costs and expenses reasonably incurred by him in connection with the threat of, forestalling of, settlement of, judgment in, or defense of any action, suit or proceeding to which he is made a party by reason of his being or having been a director or officer of this corporation whether or not he is a director or officer at the time of incurring such costs and expenses, except with respect to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence, wilful misconduct, non-feasance, misfeasance, or malfeasance in the performance of the duty as such director or officer, and with respect to settlements based on such assumption. Said indemnification shall be in addition to any other rights to which such director or officer may be legally entitled. In the event of the death of any such officer or director, the right of indemnification herein provided shall inure to the benefit of the personal representatives of such director or officer.

Article VII

Amendments

By-Laws. These By-Laws may be amended by action of present at any Directors' meeting, provided that notice of the proposed amendments was given to each director of the corporation and subject to the limitation that the Board of Directors shall not make or alter any by-law or by-laws fixing the qualifications, compensation or term of office of any member or members of the then existing Board of Directors. The by-laws may also be amended by a majority vote of the outstanding shares of the corporation present in person or by proxy at any regular or special meeting of shareholders, if notice of such proposed amendment has been contained in the notice of the meeting.

Leslie J. Lanser