

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
WAY-FM MEDIA GROUP, INC.**

99 SEP 13 8 51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation.

ARTICLE 1: Name. The name of the corporation is **WAY-FM MEDIA GROUP, INC.** (hereinafter referred to as "the Corporation").

ARTICLE 2: Principal Office. The address of the principal office and mailing address of the corporation is 6088 Frontier Lane, Nashville, Tennessee 37211.

ARTICLE 3: Duration. The period of its duration is perpetual.

ARTICLE 4: Purposes. The Corporation is a nonstock corporation and is organized and shall be operated exclusively for religious, charitable, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereinafter "Code"). More particularly, the Corporation is organized to construct, operate and transfer ownership of broadcast radio and television stations dedicated to religious, charitable, educational, and literary purposes, and to produce and provide local and syndicated programming serving such purposes to be distributed to other broadcast stations and through all appropriate media and distribution channels, including the Internet.

Provided no jeopardy is created to its status as a corporation exempt from federal income tax under Section 501(c)(3) of the Code, the Corporation further shall be authorized to do any and all lawful acts which may be necessary and useful, suitable, or proper for the furtherance of the purposes of the Corporation; to engage in any lawful business or activities related thereto; and to engage in any lawful act or activity for which nonprofit corporations may be organized under Florida Not for Profit Corporation Act.

ARTICLE 5: Membership. The Corporation shall not have members.

ARTICLE 6: Powers. The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the power of the Corporation and its directors:

6.1 The property of this Corporation is irrevocably dedicated to charitable, religious and educational purposes, as set forth above, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (by the publication or distribution of statements or otherwise) any

political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by: (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) a corporation, contributions to which are deductible under Section 170 of the Code.

6.2 The Corporation shall seek such sources of support, including the solicitation of grants and loans from private sources and direct or indirect contributions from the general public, as may be necessary to enable it to qualify as a publicly supported organization. In the event this Corporation is in any one year determined to be a "private foundation" as defined by Section 509(a) of the Code, it shall:

6.2.1 Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code.

6.2.2 Not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

6.2.3 Not retain any excess business holdings as defined in Section 4943(c) of the Code.

6.2.4 Not make any taxable investments as defined in Section 4944 of the Code.

6.2.5 Not make any taxable expenditures as defined in Section 4945(d) of the Code.

6.3 No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the Corporation's charitable, religious, literary or educational purposes or if it would require serving a private as opposed to a public interest.

6.4 Upon dissolution or winding up of this Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more of the Corporation's exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of exclusively for such purposes by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

6.5 The use and disposition upon dissolution or winding up of real or personal property owned or used by this Corporation in states other than the State of Florida shall be limited to the charitable, religious and educational purposes in such a manner as to satisfy the requirements of the laws of such states for exemption of such property from property taxation in such states.

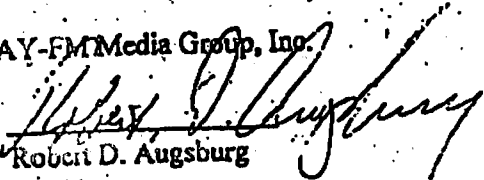
ARTICLE 7: Directors. The Directors of the Corporation shall elect their successors and additional directors, as set forth in the Bylaws of the Corporation.

ARTICLE 8: Registered Agent and Address. The registered office of the Corporation shall be located at 11507 Timberline Circle, Ft. Myers, Florida 33912, and the registered agent of the Corporation at this address shall be Glen Schaffer, a resident of the state of Florida, who has accepted his designation as registered agent.

ARTICLE 9: Restatement and Amendment. The Corporation has no members, and thus no members are entitled to vote on these Amended and Restated Articles of Incorporation, which were adopted by the Board of Directors.

I certify that the Board of Directors of WAY-FM Media Group, Inc. adopted these Articles of Amendment at a duly called and convened meeting on August 7th, 1999.

WAY-FM Media Group, Inc.


Robert D. Augsburg

President

6088 Frontier Lane, Nashville, Tennessee 37211

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**RESOLUTION
OF
WAY-FM MEDIA GROUP, INC.
BOARD OF DIRECTORS
AMENDING ARTICLES OF INCORPORATION
TO INCLUDE RELIGIOUS PURPOSES**

9/7, 1999

WHEREAS, WAY-FM MEDIA GROUP, INC. (WAY-FM) is organized as a tax-exempt, charitable organization, pursuant to Section 501(c)(3) of the Internal Revenue Code ("Code"), and currently operates for religious, charitable, educational, and literary purposes;

WHEREAS, WAY-FM provides syndicated programming to other radio stations in furtherance of its religious purposes;

WHEREAS, the Articles of Incorporation of WAY-FM do not expressly state that WAY-FM operates for religious purposes; and

WHEREAS, WAY-FM desires that its Articles of Incorporation currently reflect the exempt purposes for which it is currently operating, and otherwise be updated to reflect WAY-FM's current registered agent and office, principal address, and legal obligations as a nonprofit, tax-exempt corporation pursuant to Section 501(c)(3) of the Code;

BE IT HEREBY RESOLVED, that the Board of Directors of WAY-FM, at a meeting duly called and convened on the above date, does hereby approve and authorize the attached "Amended and Restated Articles of Incorporation of WAY-FM Media Group, Inc."

BE IT FURTHER RESOLVED, that the Board of Directors of WAY-FM does hereby approve and authorize Robert D. Augsburg as President of the Corporation to file these Amended and Restated Articles with the Florida Department of State.


Secretary

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