

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ENTERCOM LICENSE, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TENTH DAY OF DECEMBER, A.D. 1999, AT 11:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTEENTH DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTIETH DAY OF DECEMBER, A.D. 2001, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 11:59 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTIETH DAY OF OCTOBER, A.D. 2010, AT 2:38 O'CLOCK P.M.

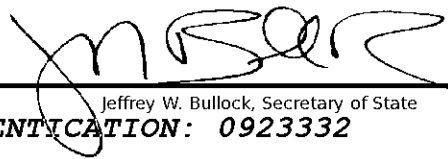
CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "ENTERCOM KANSAS CITY LICENSE, LLC" TO "ENTERCOM LICENSE, LLC", FILED THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2013, AT 12:46 O'CLOCK P.M.



3139832 8100H

131345533

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0923332

DATE: 11-25-13

# Delaware

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*The First State*

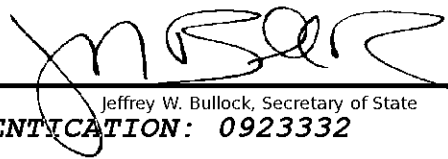
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID LIMITED LIABILITY COMPANY, "ENTERCOM LICENSE, LLC".



3139832 8100H

131345533

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0923332

DATE: 11-25-13

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:30 AM 12/10/1999  
991529913 - 3139832

**CERTIFICATE OF FORMATION**  
**ENTERCOM KANSAS CITY LICENSE, LLC**

In compliance with the requirements of the Delaware Limited Liability Company Act, as amended, the undersigned, desiring to organize a limited liability company, hereby certifies as follows:

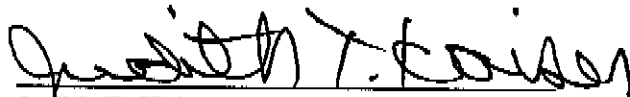
1. The name of the limited liability company is:

**Entercom Kansas City License, LLC.**

2. The address of the registered office of the Company in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the registered agent at such address is The Corporation Trust Company.

3. This Certificate shall be effective immediately upon filing.

I, THE UNDERSIGNED, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, as amended, do hereby make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto signed as of this 10<sup>th</sup> day of December, 1999.



Judith T. Kaiser  
Authorized Person

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 11/13/2000  
001568605 - 3139832

**CERTIFICATE OF AMENDMENT**  
**OF**  
**ENTERCOM KANSAS CITY LICENSE, LLC**

1. The name of the limited liability company is Entercom Kansas City License, LLC (the "Company").

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

"2. The address of the registered office of the Company in the State of Delaware is 919 North Market Street, Suite 600, Wilmington, Delaware 19801. The name of the registered agent at such address is SR Services, LLC."

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Amendment the 17th day of July, 2000.

**SOLE MEMBER:**

**ENTERCOM RADIO, LLC**

By:   
Name: John C. Donlevie  
Title: Executive Vice President

**CERTIFICATE OF MERGER**

**ENTERCOM KANSAS CITY NEWS LICENSE, LLC**  
a Delaware limited liability company

with and into

**ENTERCOM KANSAS CITY LICENSE, LLC**  
a Delaware limited liability company

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act, as amended (the "Act"), the undersigned limited liability company, ENTERCOM KANSAS CITY LICENSE, LLC (the "License LLC"), does hereby certify to the following information relating to the merger (the "Merger") of ENTERCOM KANSAS CITY NEWS LICENSE, LLC, a Delaware limited liability company (the "News LLC"), with and into the License LLC. The News LLC and the License LLC are herein collectively referred to as the "Constituent Companies":

**FIRST:** The name and state of formation of each of the Constituent Companies to the Merger are as follows:

<u>Name</u>	<u>State of Formation</u>
Entercom Kansas City News License, LLC	Delaware
Entercom Kansas City License, LLC	Delaware

**SECOND:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Companies in accordance with Section 18-209 of the Act.

**THIRD:** The limited liability company surviving the Merger shall be the License LLC (the "Surviving Company").

**FOURTH:** An executed copy of the Agreement and Plan of Merger between the Constituent Companies is on file at an office of the Surviving Company at the following address:


Entercom Kansas City License, LLC  
401 City Avenue, Suite 409  
Bala Cynwyd, PA 19004

**FIFTH:** A copy of the Agreement and Plan of Merger between the Constituent Companies shall be furnished by the Surviving Company, on request and without cost, to any member of either of the Constituent Companies.

**SIXTH:** The Merger shall be effective on December 31, 2001 at 11:59 p.m.

IN WITNESS WHEREOF, the undersigned officer has executed and acknowledged this Certificate of Merger on behalf of the License LLC this 14th day of December, 2001.

**ENTERCOM KANSAS CITY LICENSE, LLC:**

By:   
Name: John C. Donlevie  
Title: Executive Vice President

STATE OF DELAWARE  
CERTIFICATE OF CHANGE OF AGENT  
AMENDMENT OF LIMITED LIABILITY COMPANY

The limited liability company organized and existing under the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is\_\_\_\_\_.

Entercom Kansas City License, LLC

2. The Registered Office of the limited liability company in the State of Delaware is changed to Corporation Trust Center, 1209 Orange Street

\_\_\_\_\_ (street), in the City of Wilmington,

Zip Code 19801. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is \_\_\_\_\_

THE CORPORATION TRUST COMPANY

By: /S/ Andrew P. Sutor, IV

Authorized Person

Name: Andrew P. Sutor, IV, Authorized Person

Print or Type

Certificate Of Merger  
of

Entercom Austin License, LLC	Entercom Milwaukee License, LLC
Entercom Boston License, L.L.C.	Entercom Norfolk License, LLC
Entercom Denver License, LLC	Entercom Portland License, LLC
Entercom Gainesville License, LLC	Entercom Providence License, LLC
Entercom Greensboro License, LLC	Entercom Sacramento License, LLC
Entercom Greenville License, LLC	Entercom San Francisco License, LLC
Entercom Indianapolis License, LLC	Entercom Seattle License, LLC
Entercom Madison License, LLC	Entercom Springfield License, LLC
Entercom Memphis License, LLC	Entercom Wichita License, LLC

into

Entercom Kansas City License, LLC

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Pursuant to Title 6, Section 18-209 of the Limited Liability Company Act of the State of Delaware, Entercom Kansas City License, LLC, hereby certifies that:

1. The name and jurisdiction of formation of the surviving limited liability company is: *Entercom Kansas City License, LLC*, a Delaware limited liability company,

2. The names of the limited liability companies being merged into this surviving limited liability company (each a "Terminating LLC" and collectively the "Terminating LLCs") are:

Entercom Austin License, LLC	Entercom Milwaukee License, LLC
Entercom Boston License, L.L.C.	Entercom Norfolk License, LLC
Entercom Denver License, LLC	Entercom Portland License, LLC
Entercom Gainesville License, LLC	Entercom Providence License, LLC
Entercom Greensboro License, LLC	Entercom Sacramento License, LLC
Entercom Greenville License, LLC	Entercom San Francisco License, LLC
Entercom Indianapolis License, LLC	Entercom Seattle License, LLC
Entercom Madison License, LLC	Entercom Springfield License, LLC
Entercom Memphis License, LLC	Entercom Wichita License, LLC

3. Each Terminating LLC is a Delaware limited liability company.

4. An Agreement of Merger has been approved and executed by each of the domestic limited liability companies.

5. The name of the surviving domestic limited liability company shall be changed to: *Entercom License, LLC*. To that end, the surviving limited liability company is hereby amending Article First of its Certificate of Formation to read as follows:

FIRST: The name of the limited liability company is *Entercom License, LLC*.



6. This Certificate of Merger shall be effective upon filing in the office of the Secretary of State of the State of Delaware.

7. The executed Agreement of Merger between the aforesaid constituent limited liability companies is on file at the principal place of business of the surviving limited liability company at 401 E. City Avenue, Suite 809, Bala Cynwyd PA 19004.

8. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request and without cost, to any member of either of the aforesaid constituent limited liability companies.

IN WITNESS WHEREOF, *Entercom Kansas City License, LLC* has caused this Certificate to be signed by its Senior Vice President, and attested by its Assistant Secretary, on the 27<sup>th</sup> day of September 2013.

*Entercom Kansas City License, LLC*

By: 

Name: Andrew P. Sutor, IV

Title: Senior Vice President

ATTEST

By: 

Name: Michael E. Dash, Jr.

Title: Assistant Secretary - Entercom  
Kansas City License, LLC