

BY-LAWS

OF

MILLER BROADCASTING CORP.

A Wyoming Corporation

ARTICLE I

Offices

The registered office of the corporation shall be c/o C T Corporation System, 1720 Carey Avenue, Cheyenne, Wyoming 82001. The corporation may have such other offices, either within or without the State of Wyoming, as the business of the corporation may require.

ARTICLE II

Shareholders

Section 1. Place of Meeting. Meetings of shareholders may be held at the principal office of the corporation or at such other place, either within or without the State of Wyoming, as may be designated by the Board of Directors or officers calling such meetings. A waiver of notice signed by all shareholders may designate any place, either within or without the State of Wyoming, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called,

the place of meeting shall be the registered office of the corporation in the State of Wyoming, except as otherwise provided in Section 9 of Article II of these by-laws.

Section 2. Annual Meeting. The annual meeting of the shareholders shall be held on the first Wednesday in February of each year, beginning with the year 1976, at the hour of ten o'clock in the forenoon for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

Section 3. Special Meetings. Special meetings of the shareholders may be called by the President, by the Secretary, by the Board of Directors, or by the holders of not less than one-fifth of all outstanding shares of the capital stock of the corporation.

Section 4. Notice of Meetings. A written or printed notice, stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than forty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting,

to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Voting of Shares. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from date of its execution, unless otherwise provided in the proxy. All proxies shall be delivered to the Secretary of the meeting. In all elections for directors every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares shall equal, or to distribute them on the same principle among as many candidates as he shall think fit. All questions and elections shall be decided by plurality vote, except as otherwise provided by law.

Section 6. Closing of Transfer Books and Fixing Record

Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or shareholders entitled to receive payment of any dividend, or in order to make determination of shareholders for any other proper purpose, the Board of Directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, fifty days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted,

as the case may be, shall be the record date for such determination of shareholders.

Section 7. Voting Lists. The officer or agent having charge of the transfer book for shares of the corporation shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in the State of Illinois, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of shareholders.

Section 8. Quorum. Unless provided in the Articles of Incorporation, a majority of the outstanding shares, represented in person or by proxy, shall constitute a quorum at all meetings of the shareholders. If, however, such majority shall not be present or represented at any meeting of the shareholders, the

shareholders present in person or by proxy shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting until the requisite number of shares shall be represented. At any such adjourned meeting at which the requisite number of shares shall be represented, any business may be transacted which could have properly come before the meeting as originally called, had the requisite number of shares been represented.

Section 9. Informal Action by Shareholders. Any action required to be taken at a meeting of the shareholders may be taken without a meeting if consent in holders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III

Directors

Section 1. Number, Tenure and Qualifications. The business and affairs of the corporation shall be managed by a Board of Directors, consisting of three members. The number of directors may be increased or decreased from time to time by amendment to the by-laws. The directors shall be elected at the annual meeting of the shareholders, as hereinabove provided,

and each director shall hold office for the term for which he was elected or until his successor shall have been elected and qualified. Directors need not be residents of Wyoming or shareholders in the corporation unless the Articles of Incorporation so provide.

Section 2. Place of Meeting. Meetings of the Board of Directors, annual or special, may be held at the principal office of the corporation or at such other place, either within or without the State of Wyoming, as it may from time to time direct, or as may be designated by the person or persons authorized to call a special meeting.

Section 3. Annual Meeting. The annual meeting of the Board of Directors may be held immediately following the annual meeting of shareholders, and if so held no notice of such annual meeting of directors need be given in order to legally constitute said meeting, but said annual meeting of directors may be held at such other place and time as may be fixed by vote of the shareholders at their annual meeting, or by the consent of a majority of the directors in writing.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President on two days' notice given by the President or Secretary to each director in writing, either personally or by mail or telegraph, addressed to each director at his address as it appears on the records

of the corporation. If such notice shall be mailed, it shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid; if given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Special meetings shall be called by the President or Secretary in like manner and on like notice, on the written request of two directors. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if less than a majority of the directors shall be present at any meeting, a majority of those present may adjourn the meeting from time to time without further notice. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or by these by-laws.

Section 6. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum.

Any directorship to be filled by reason of an increase in the number of directors may be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 7. Compensation of Directors and Committees.

Directors, as such, shall not receive any stated salary for their services, but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each annual or special meeting of the Board of Directors; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

ARTICLE IV

Officers

Section 1. Elective Officers. The officers of the corporation shall be a President, one or more Vice Presidents (the number of which shall be determined by the Board of Directors), a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors at an annual or a special meeting. Any two of such offices may be held by the same person, except the offices

of President and Secretary.

Section 2. Additional Officers. In addition to the foregoing officers, the Board of Directors may elect a Chairman of the Board of Directors and may elect or appoint such other officers and assistant officers and agents as it may from time to time deem necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by resolution of the Board of Directors.

Section 3. Compensation. The salaries of all officers of the corporation shall be fixed by the Board of Directors. No officer shall be disqualified from receiving such salary by reason of the fact that he is also a director of the corporation.

Section 4. Term of Office and Removal. Each officer shall hold office until his successor shall have been duly chosen and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner herein provided. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without

prejudice to the contract rights, if any, of the person so removed.

Section 5. Vacancies. A vacancy in any office by reason of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Delegation of Duties of Officers. In case of the absence of any officer of the corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer, or to any other director, for the time being.

Section 7. The President. The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the shareholders and of the Board of Directors; he shall have general and active management of the business of the corporation, and he shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be exclusively conferred on the President, to any other officer or officers of the corporation. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized

by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law otherwise to be signed or executed. He shall be ex-officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation.

Section 8. The Vice Presidents. The Board of Directors may designate one or more of the Vice Presidents as Senior Vice Presidents and one or more of the Vice Presidents as Executive Vice Presidents. In the absence of the President or in the event of his inability or refusal to act, the Senior Vice President (or in the event there be more than one Senior Vice President, the Senior Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) or, in the event of the absence of the President and the Senior Vice President or in the event of their inability or refusal to act, the Executive Vice President (or in the event there be more than one Executive Vice President, or in the

absence of any designation, then in the order of their election) or, in the event of the absence of the President and the Senior Vice President or in the event of their inability or refusal to act, the other Vice President (or in the event there be more than one other Vice President, the other Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall have all the powers of and be subject to all the restrictions upon the President. Each Vice President shall have such other powers and shall perform such other duties, from time to time, as may be assigned to him by the Board of Directors or the President.

Section 9. The Secretary. The Secretary shall attend all meetings of the Board and all meetings of the shareholders and act as clerk thereof, and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall keep in safe custody the seal of the corporation and when authorized by the Board of Directors, or President or Vice President, affix the seal to any instrument requiring the same.

Section 10. The Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all moneys, and other valuable effects, in the name of and to the credit of the corporation, in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and directors, at the annual meetings of the Board of Directors, and when they may require it, an account of all his transactions as Treasurer, and of the financial condition of the corporation. He shall give the corporation a bond, if required by the Board of Directors, in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office, and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

ARTICLE V

Certificates for Shares and Their Transfer.

Section 1. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President or a Vice President and the Secretary or an Assistant Secretary and sealed with the seal of the corporation. Such seal may be a facsimile. All certificates for shares shall be consecutively numbered and the name of the person to whom issued, together with the number of shares and date of issue, shall be entered on the books of the corporation as such certificates are issued.

Section 2. Transfer of Shares. Transfers of shares of the corporation shall be made on the books of the corporation only by the person named in the certificate or by an attorney lawfully constituted in writing, and upon surrender of such certificate.

Section 3. Only Holder of Record Entitled to Recognition. The corporation shall be entitled to treat the holder of record of any share or shares as the owner thereof for all purposes and accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other

notice thereof, save as expressly provided by the laws of Illinois.

Section 4. Lost Certificates. Any person claiming a certificate of stock to be lost or destroyed shall make an affidavit or affirmation to that fact and, if required by the Board of Directors, shall give the corporation a bond of indemnity in form and with one or more sureties and in an amount satisfactory to the Board of Directors, whereupon a new certificate may be issued of the same tenor and for the same number of shares as the one alleged to be lost or destroyed, but always subject to the approval of the Board of Directors.

ARTICLE VI

Checks, Drafts and Notes

Section 1. Signing Checks, Drafts and Notes. All checks, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange, shall be signed by such officer or officers, or person or persons (whether or not officers of the corporation), and in such manner as the Board of Directors shall from time to time designate.

Section 2. Other Instruments. All contracts, notes, bonds, leases and other obligations of the corporation shall be signed by the President or a Vice President and by the

Secretary or an Assistant Secretary, or by such other officer, agent or employee as the Board of Directors may direct.

ARTICLE VII

Fiscal Year

The fiscal year shall begin the first day of January and end on the thirty-first day of December in each year.

ARTICLE VIII

Dividends

The Board of Directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

ARTICLE IX

Waiver of Notice

Whenever any notice whatever is required to be given by law, the Articles of Incorporation or these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

The attendance of a director at any directors' meeting or the attendance of a shareholder at any shareholders' meeting

shall constitute a waiver of notice of such meeting except where a director or a shareholder respectively attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE X

Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Wyoming."

ARTICLE XI

Amendments

Unless otherwise provided by the Articles of Incorporation, the directors by a majority vote may at any annual or special meeting alter, amend or repeal these by-laws, or any of them.

APPROVED AND ACCEPTED BY THE BOARD OF DIRECTORS.

Patricia
Maxwell P. Miller
[Signature]