

OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

MILLENNIUM MEDIA, INC.

3091386

The State Corporation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS CORPORATION ACT (53-11-1 to 53-16-12 NMSA 1978) have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated: MAY 2, 1994

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe

Jan F. Serna

Chairman

Paul A. Salas

Director

3091386

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
KKOR/KYVA, INC.
NMSOC 1271204

FILED IN OFFICE OF
STATE CORPORATION COMMISSION

MAY - 2 1994

CORPORATION DEPARTMENT

Pursuant to the provisions of Section 53-13-4, NMSA 1978, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The corporate name of the corporation is KKOR/KYVA, INC.

SECOND: The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on April 22, 1994, in the manner prescribed by the New Mexico Business Corporation Act:

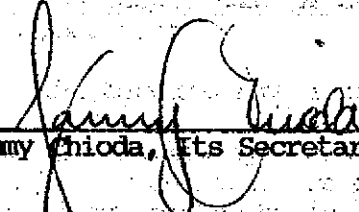
Amend Article I of the Articles of Incorporation of this corporation to change its name from KKOR/KYVA, Inc. to MILLENNIUM MEDIA, INC.

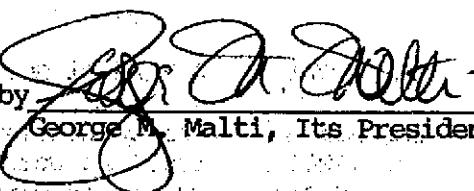
THIRD: The number of shares of the corporation outstanding at the time of such adoption was 80,000 and the number of shares entitled to vote thereon was 80,000, and there is only one class of stock in the corporation.

FOURTH: The number of shares voting for such amendment was 80,000 and the number of shares voting against such amendment was 0.

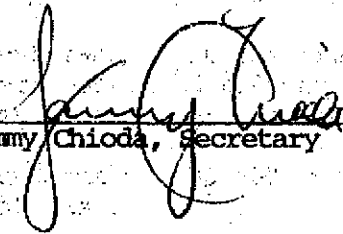
Dated: April 22, 1994

KKOR/KYVA, INC.

by 
Sammy Chioda, Its Secretary

by 
George M. Malti, Its President

Under penalty of perjury, the undersigned declares that the foregoing document was executed by the Corporation and that the statements contained therein are true and correct to the best of my knowledge.


Sammy Chioda, Secretary

Eric P. Serna
Chairman
Jerome D. Block
Commissioner
Louis E. Gallegos
Commissioner

State of New Mexico
State Corporation Commission

CORPORATION DEPARTMENT

P.O. Drawer 1268
Telephone (505) 827-4510

Santa Fe
87504-1268

MAY 4, 1994



KKOR/KYVA
PO DRAWER K
GALLUP, NM 87301

RE: MILLENNIUM MEDIA, INC.
SCC#1271204

THIS COMMISSION HAS APPROVED AND FILED THE ARTICLES OF AMENDMENT (REFERENCE #3091386) FOR THE ABOVE CAPTIONED CORPORATION EFFECTIVE MAY 2, 1994. ENCLOSED IS THE CERTIFICATE OF AMENDMENT WHICH SHOULD BECOME A PERMANENT DOCUMENT OF THE CORPORATION'S CORPORATE RECORDS.

THE ATTACHED CERTIFICATE DOES NOT CONSTITUTE AUTHORIZATION FOR THE ABOVE REFERENCED CORPORATION TO TRANSACT ANY BUSINESS WHICH REQUIRES COMPLIANCE WITH OTHER APPLICABLE FEDERAL OR STATE LAWS, INCLUDING, BUT NOT LIMITED TO, STATE LICENSING REQUIREMENTS. IT IS THE CORPORATION'S SOLE RESPONSIBILITY TO OBTAIN SUCH COMPLIANCE WITH ALL LEGAL REQUIREMENTS APPLICABLE THERETO PRIOR TO ENGAGING IN THE BUSINESS FOR WHICH IT HAS OBTAINED THE ATTACHED CERTIFICATE OF AMENDMENT.

THE ENCLOSED SUPPLEMENTAL REPORT FORM, AFFECTED BY EITHER THE NAME CHANGE OR ANY OTHER CHANGES ON THE PREVIOUS REPORT FILED, WILL BE FILED WITH THE APPROPRIATE FILING FEE BY JUNE 3, 1994.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION
PM



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

KKOR/KYVA, INC.

3047610

The State Corporation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS Corporation Act, have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated: JULY 15, 1991

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe



Lois J. Adley

Chairman

James H. [Signature]

Director

FILED IN OFFICE OF
STATE CORPORATION COMMISSION
OF NEW MEXICO

JUL 15 1991

CORPORATION DEPT.

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SPECTRUM MEDIA, INC.

127/204

The name of the corporation is SPECTRUM MEDIA, INC.

II.

Article I of the Articles of Incorporation is amended to read:

The name of the corporation shall be KKOR/KYVA, INC.

III.

On July 1, 1991, the Shareholders of the Corporation adopted this Amendment as evidenced by the resolution attached to these Articles.

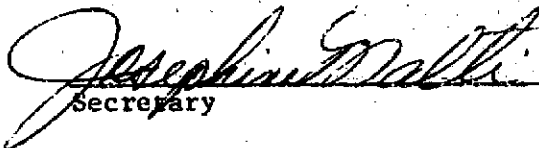
IV.

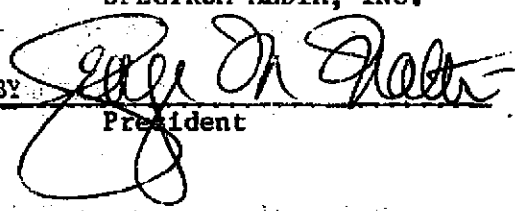
The number of shares outstanding of the Corporation is 80,000, the number of shares entitled to vote on the Amendment is 80,000 and there is only one class of stock in the Corporation.

V.

80,000 shares voted for the Amendment. 0 voted against the Amendment.

SPECTRUM MEDIA, INC.


Secretary

BY 
President


STATE OF NEW MEXICO)
) SS.
County of McKinley)

GEORGE M. MALTI, upon oath deposes and states:

at he is President of SPECTRUM MEDIA, INC., a New Mexico Corporation and is authorized by said Corporation to make this verification and on behalf of said Corporation states: that he has read the Amendment to Articles of Incorporation, and knows the contents thereof and that the same is true and correct of his own knowledge.


George M. Malti, Affiant

Subscribed and sworn to before me this 5th day of July, 1991.


Notary Public

My commission expires:

September 1, 1992

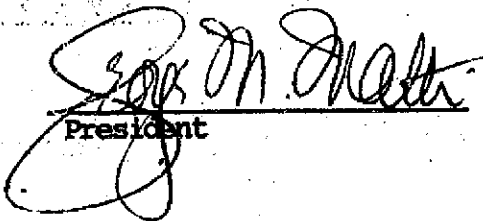
C E R T I F I C A T E

STATE OF NEW MEXICO)
) SS.
COUNTY OF MCKINLEY)

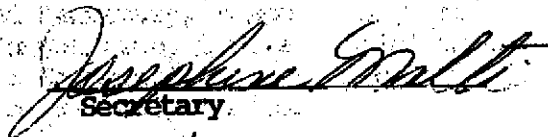
The undersigned, being first duly sworn, upon oath depose and state that they are the President and Secretary, respectively, of SPECTRUM MEDIA, INC., a New Mexico Corporation, that a special meeting of the Board of Directors of said Corporation was held on July 1, 1991, whereat the following resolution was duly adopted:

RESOLVED: That the officers of the Corporation are authorized to take all necessary steps to amend ARTICLE I of the Articles of Incorporation to provide for a change of name from SPECTRUM MEDIA, INC., to KKOR/KYVA, INC.

The undersigned certify further that the above resolution has not been revoked or rescinded and is in full force and effect.

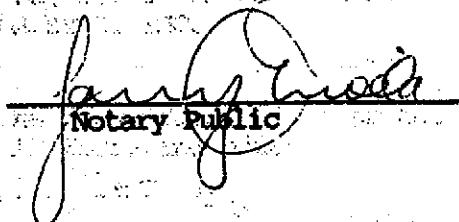


President



Secretary

Subscribed and sworn to before me this 5th day of July, 1991.



Notary Public

My commission expires:

September 1, 1992

Louis E. Gallegos
Chairman
Eric P. Serna
Commissioner
Jerome D. Block
Commissioner

State of New Mexico
State Corporation Commission

CORPORATION DEPARTMENT

P.O. Drawer 1269
Telephone (505) 827-4511

Santa Fe
87504-1269



JULY 17, 1991

123 OLDIES KYVA AM STEREO
PO DRAWER K
SOUTH SECOND ST.
GALLUP, NM 87301
ATTENTION: SAMMY CHIODA

RE: KKOR/KYVA, INC.
SCC#1271204

THIS COMMISSION HAS APPROVED AND FILED THE ARTICLES OF AMENDMENT (REFERENCE #3047610) FOR THE ABOVE CAPTIONED CORPORATION EFFECTIVE JULY 15, 1991. ENCLOSED IS THE CERTIFICATE OF AMENDMENT WHICH SHOULD BECOME A PERMANENT DOCUMENT OF THE CORPORATION'S CORPORATE RECORDS.

THE ENCLOSED SUPPLEMENTAL REPORT FORM SHOULD BE FILED BY AUGUST 16, 1991, WITH THE APPROPRIATE FILING FEE.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION
RKG



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

SPECTRUM MEDIA, INC.

3046554

The State Corporation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS Corporation Act, have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated: JUNE 18, 1991

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe



Lois J. Colley

Chairman
Michael J. ...

Director

JUN 18 1991

46554

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KKOR/KYVA, INC.

CORPORATION DEPT.

1271204

I.

The name of the Corporation is KKOR/KYVA, INC.

II.

Article I of the Articles of Incorporation is amended to read:

The name of the corporation shall be SPECTRUM MEDIA, INC.

III.

On June 5, 1991, the Shareholders and the Board of Directors of the Corporation adopted this Amendment as evidenced by the resolution attached to these Articles.

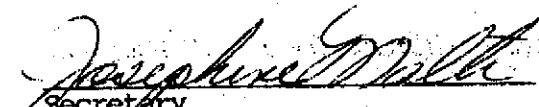
IV.

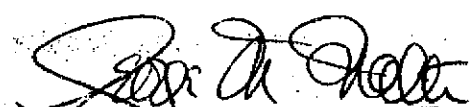
The number of shares outstanding of the Corporation is 80,000, the number of shares entitled to vote on the Amendment is 80,000 and there is only one class of stock in the Corporation.

V.

80,000 shares voted for the Amendment. 0 voted against the Amendment.

KKOR/KYVA, INC.


Secretary

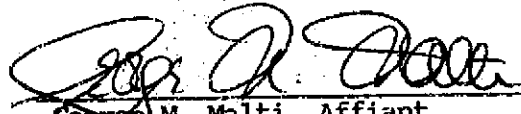
By 
President

JUN 18 1991

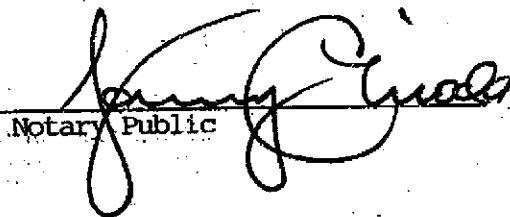
STATE OF NEW MEXICO)
) SS.
County of McKinley)

GEORGE M. MALTI, upon oath deposes and states:

That he is President of KKOR/KYVA, INC., a New Mexico Corporation and is authorized by said Corporation to make this verification and on behalf of said Corporation states: that he has read the Amendment to Articles of Incorporation, and knows the contents thereof and that the same is true and correct of his own knowledge.


George M. Malti, Affiant

Subscribed and sworn to before me this 17th day of June, 1991.


Notary Public

My commission expires:

September 1, 1992

JUN 18 1991


C E R T I F I C A T E

STATE OF NEW MEXICO)
) SS.
COUNTY OF MCKINLEY)

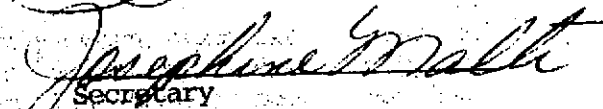
The undersigned, being first duly sworn, upon oath depose and state that they are the President and Secretary, respectively, of KKOR/KYVA, INC., a New Mexico Corporation, that a special meeting of the Board of Directors of said corporation was held on June 5, 1991, whereat the following resolution was duly adopted:

RESOLVED: That the officers of the Corporation are authorized to take all necessary steps to amend ARTICLE I of the Articles of Incorporation to provide for a change of name from KKOR/KYVA, INC., to SPECTRUM MEDIA, INC.

The undersigned certify further that the above resolution has not been revoked or rescinded and is in full force and effect.

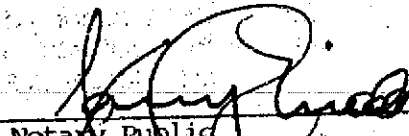


President



Secretary

Subscribed and sworn to before me this 17th day of June, 1991.



Notary Public

My commission expires:

September 1, 1992

JUN 18 1991

Louis E. Gallegos
Chairman
Eric P. Serna
Commissioner
Jerome D. Block
Commissioner

State of New Mexico
State Corporation Commission

P.O. Drawer 1269
Telephone (505) 827-4511

CORPORATION DEPARTMENT

Santa Fe
87504-1269



JUNE 19, 1991

KKOR/KYVA
PO DRAWER K
GALLUP, NM 88301
ATTENTION: SAMMY CHIODA

RE: SPECTRUM MEDIA, INC.
SCC#1271204

THIS COMMISSION HAS APPROVED AND FILED THE ARTICLES OF AMENDMENT (REFERENCE #3046554) FOR THE ABOVE CAPTIONED CORPORATION EFFECTIVE JUNE 18, 1991. ENCLOSED IS THE CERTIFICATE OF AMENDMENT WHICH SHOULD BECOME A PERMANENT DOCUMENT OF THE CORPORATION'S CORPORATE RECORDS.

THE ENCLOSED SUPPLEMENTAL REPORT FORM SHOULD BE FILED BY JULY 19, 1991, WITH THE APPROPRIATE FILING FEE.

YOUR CANCELLED CHECK, AS VALIDATED BY THIS COMMISSION, IS YOUR RECEIPT. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE CHARTERED DOCUMENT DIVISION AT (505) 827-4511 FOR ASSISTANCE.

CHARTERED DOCUMENT DIVISION
RKG

STATE OF NEW MEXICO



CERTIFICATE OF MERGER

OF

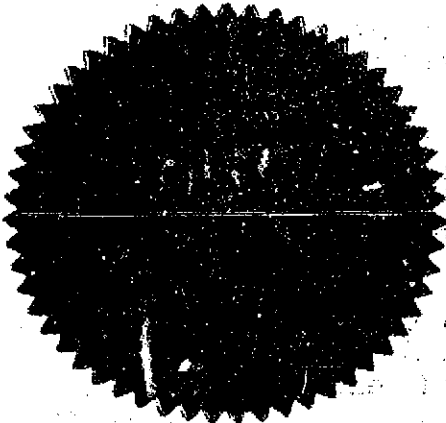
KKOR/KYVA, INC.
3001781


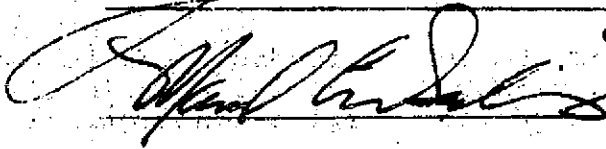
The State Corporation Commission certifies that duplicate originals of the Articles of Merger attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS Corporation Act, have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Merger and attaches hereto a duplicate original of the Articles of Merger.

Dated: JUNE 27, 1988

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe




Chairman

Director

JUN 27 1988

ARTICLES OF MERGER

Pursuant to the provisions of Wyoming statutes section 17-1-401 et seq., and N.M.S.A. section 53-14-4 (1978) the undersigned corporations have adopted the following Articles of Merger for the purpose of combining the undersigned corporations.

CORPORATION I

I.

The Merger Agreement which is attached to these Articles as Exhibit A, and by reference incorporated herein, was approved by the stockholders of each of the undersigned corporations in the manner prescribed by statute.

II.

As to each of the undersigned corporations, the number of shares outstanding, and the names of the shareholders required to vote, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u> <u>(Name required to vote)</u>
KKOR/KYVA, Inc.	80,000 (owned by TWC)
Transwestern Communications Inc. ("TWC")	6,000 (owned by George M. Malti)

III.

As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
KKOR/KYVA, Inc.	80,000	-0-
Transwestern Communications, Inc.	6,000	-0-

Dated: May 17, 1988

ATTEST:

Secretary

ATTEST:

Secretary

KKOR/KYVA, Inc.

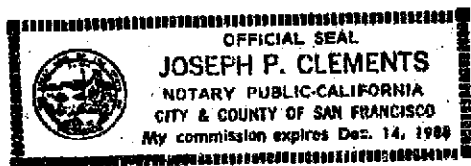
By George M. Malti
President

Transwestern Communications, Inc.

By George M. Malti
President

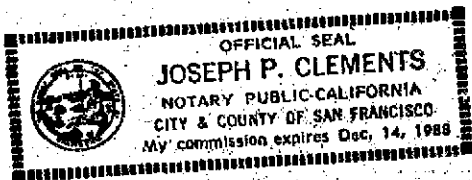
State of California)
City/County of San Francisco) ss.

On this 17th day of May, 1988, personally appeared George M. Malti, personally known to me to be the person whose name is subscribed to the attached instrument as President of KKOR/KYVA, Inc., a New Mexico Corporation, and acknowledged that the corporation executed it.



Joseph P. Clements
Joseph P. Clements

On this 17th day of May, 1988, personally appeared George M. Malti, personally known to me to be the person whose name is subscribed to the attached instrument as President of Transwestern Communications, Inc., a Wyoming Corporation, and acknowledged that the corporation executed it.



Joseph P. Clements
Joseph P. Clements

MERGER AGREEMENT

THIS AGREEMENT made May 17, 1988, between KKOR/KYVA, Inc., a corporation organized and existing under the laws of the State of New Mexico, having its principal office at Gallup, County of McKinley, State of New Mexico, hereinafter referred to as KKOR/KYVA, and Transwestern Communications, Inc., a corporation organized and existing under the laws of the State of Wyoming, having its principal office at Laramie, County of Albany, State of Wyoming, hereinafter referred to as TWC, WITNESSETH:

1. The total number of shares of stock which KKOR/KYVA has issued and is outstanding is 80,000 shares of common stock, owned by TWC.
2. The total number of shares of stock which TWC has issued and is outstanding, is 6,000 shares of common stock, owned by George M. Malti.
3. The Boards of Directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that TWC be merged with KKOR/KYVA, and that KKOR/KYVA be the surviving corporation.

For reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Wyoming and New Mexico law, that TWC shall be merged into KKOR/KYVA, and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of TWC into shares of KKOR/KYVA as hereinafter set forth.

SECTION ONE. KKOR/KYVA TO BE SURVIVING CORPORATION

TWC shall be merged into KKOR/KYVA and the corporate existence of TWC shall cease and corporate existence of KKOR/KYVA shall continue under the name KKOR/KYVA, Inc., and KKOR/KYVA shall become the owner, without other transfer,

of all the rights and property of the constituent corporations, and KKOR/KYVA shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if KKOR/KYVA had itself incurred them.

SECTION TWO. PRINCIPAL OFFICE

The principal office of KKOR/KYVA shall remain the principal office of the corporation following this merger.

SECTION THREE. OBJECTS AND PURPOSES

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger, are as follows:

A. To acquire, own, lease, rent and operate radio broadcasting stations with any and all types of transmission facilities.

B. To apply for, receive, and hold all licenses that may be necessary or required from any licensing agency, federal, state or foreign: to do any and all things necessarily incident to the operation of such broadcasting stations, including but not limited to contracting for transmission of programs and entering into such other contracts as the Board of Directors of the Corporation may from time to time deem proper and expedient.

C. To invest in, own or lease real and personal property of any and all kinds; and

D. To engage in any lawful business permitted to a private corporation under the laws of the State of New Mexico and to have all of the corporate powers enumerated in the New Mexico Business Corporation Act.

SECTION FOUR. BYLAWS AND ARTICLES

The present bylaws of KKOR/KYVA, insofar as not inconsistent with this agreement of merger, shall be the bylaws of the corporation following the merger until altered, amended, or repealed as therein provided. There shall be no change in the Articles of Incorporation of the surviving corporation.

SECTION FIVE. NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the persons who shall constitute the board of directors of KKOR/KYVA following the merger, and who shall hold office until the next annual meeting of the shareholders of KKOR/KYVA are as follows:

George M. Malti
Josephine J. Malti
2164 Hyde Street
San Francisco, California 94109.

SECTION SIX. METHOD OF CONVERTING SHARES

The 6,000 shares of common stock of TWC shall, without any other action on the part of the respective holders thereof, become and be converted into 80,000 shares of common stock of KKOR/KYVA. Said common stock shall be the only class of stock of the surviving corporation.

SECTION SEVEN. DIVIDENDS PRIOR TO MERGER

Until this agreement of merger becomes effective or is abandoned, the constituent corporations may not pay dividends on their shares of common stock in their respective corporations.

SECTION EIGHT. EXTRAORDINARY TRANSACTIONS

Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this agreement.

SECTION NINE. SUBMISSION TO STOCKHOLDERS: EFFECTIVE DATE

This agreement shall be submitted to the stockholders of the constituent corporations in the manner provided by law, and if the votes of stockholders

of each such corporation representing 66-2/3 percent of the total number of shares of its capital stock shall be in favor of the adoption of this agreement, it shall, subject to the provisions of Section Ten of this Agreement. The effective date of this merger shall be midnight on May 31, 1988. Executed copies of the minutes of the meetings of the shareholders and directors of the respective parties to this Agreement shall be attached hereto, and incorporated herein.

SECTION TEN. ABANDONMENT OF MERGER

Anything to the contrary herein notwithstanding, if the board of directors of KKOR/KYVA, or the board of directors of TWC, should determine, either before or after the meeting of the stockholders of the respective corporations called to vote on the adoption or rejection of this agreement of merger, that for any legal, financial, economic, or business reason judged sufficient by such board, it is not in the interest of the corporation it represents, or the stockholders of such corporation, or is otherwise inadvisable or impracticable to consummate the merger, such board of directors may abandon the merger by directing the officers of the corporations to refrain from executing or filing this agreement of merger and thereupon this agreement shall be void and of no effect. This merger agreement is conditioned upon the approval of the F.C.C., if required.

SECTION ELEVEN. NECESSARY DOCUMENTS

The parties to this agreement hereby agree to execute any and all documents necessary to accomplish the merger contemplated under this agreement and fulfill the intents and purposes of this agreement.

SECTION TWELVE. COMPLIANCE WITH STATE LAW;
SERVICE OF PROCESS; DISSENTING STOCKHOLDER RIGHTS;
APPOINTMENT OF SECRETARY OF STATE AS AGENT

This agreement shall comply in all respects with the applicable laws of the state of Wyoming and New Mexico, and the parties agree to amend it, if required, to so comply in all respects. They further agree that the surviving corporation can be served with process in the state of Wyoming in any proceeding for the enforcement of any obligations of TWC, and in any proceeding for the enforcement of the rights of a dissenting stockholder of TWC against the surviving corporation. They further agree to the irrevocable appointment of the Secretary of State of Wyoming as the agent for service of process in any such proceeding, and further agree that the parties hereto shall pay to any dissenting stockholders all sums required under the Wyoming Statutes to be paid to dissenting stockholders.

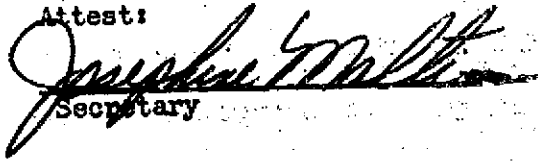
ATTEST:


Secretary

KKOB/ACTVA, Inc.

By 
President

Attest:


Secretary

Transwestern Communications, Inc.

By 
President

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
KKOR/KYVA, Inc., A NEW MEXICO CORPORATION, HELD AT THE
OFFICES OF THE CORPORATION ON MAY 17, 1988

Present: George M. Malti
Josephine J. Malti

Absent: Nons.

The president called the meeting to order and announced that the only order of business was a discussion of the proposed merger of KKOR/KYVA, Inc., and Transwestern Communications, Inc. ("TWC") pursuant to a Merger Agreement dated May 17, 1988.

Upon motion made, seconded, and unanimously passed, it was

RESOLVED: That the said Merger Agreement is approved; and

FURTHER RESOLVED: That the corporation, through its officers, is authorized to take any and all necessary steps to merge KKOR/KYVA, Inc. and TWC.

FURTHER RESOLVED: That the Secretary of the Corporation shall accept 6,000 shares of common stock of TWC from George M. Malti, and issue 80,000 shares of common stock in the corporation to George M. Malti which are now held by TWC; and shall do all other acts required to effect said merger and stock transfer; and

FURTHER RESOLVED: That the officers of the Corporation are authorized to sign any and all documents necessary to accomplish said merger, including, but not limited to, the Merger Agreement.

There being no further business to come before the meeting, it was declared adjourned.


President and Director


Secretary and Director

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
TRANSWESTERN COMMUNICATIONS, INC., HELD AT THE
OFFICES OF THE CORPORATION ON MAY 17, 1988

PRESENT: George M. Malti
Josephine J. Malti

Absent: None.

The president called the meeting to order and announced that the only order of business was a discussion of the proposed merger of KKOR/KYVA, INC., and Transwestern Communications, Inc. ("TWC") dated May 17, 1988.

Upon motion made, seconded, and unanimously passed, it was

RESOLVED: That the said Merger Agreement is approved; and

FURTHER RESOLVED: That the corporation, through its officers, is authorized to take any and all necessary steps to merge KKOR/KYVA, Inc. and TWC; and

FURTHER RESOLVED: That the secretary of this corporation shall do all acts required to exchange the 6,000 shares of stock in TWC owned by George M. Malti; for 80,000 shares of stock in KKOR/KYVA, Inc. owned by TWC; and

FURTHER RESOLVED: That the officers of the Corporation are authorized to sign any and all documents necessary to accomplish said merger, including, but not limited to, the Merger Agreement.

There being no further business to come before the meeting, it was declared adjourned.


President and Director


Secretary and Director

MINUTES OF SPECIAL MEETING OF THE STOCKHOLDERS OF
TRANSWESTERN COMMUNICATIONS, INC. ("TWC")
HELD ON MAY 17, 1988

Present: George M. Malti
Sole stockholder of TWC (6,000 shares)

Absent: None.

The meeting was called to order, and it was announced that the only order of business was a discussion of the merger of KKOR/KYVA, Inc., and TWC, pursuant to a merger agreement dated May 17, 1988.

Upon motion made, seconded, and unanimously passed, it was

RESOLVED: That the said Merger Agreement is approved; and

FURTHER RESOLVED: That the corporation, through its officers, is authorized to take any and all necessary steps to merge KKOR/KYVA, Inc. and TWC.

FURTHER RESOLVED: That the officers of the Corporation are authorized to sign any and all documents necessary to accomplish said merger, including, but not limited to, the Merger Agreement.

There being no further business to come before the meeting, it was declared adjourned.


Sole stockholder of TWC

MINUTES OF SPECIAL MEETING OF THE STOCKHOLDERS OF KKOR/KYVA, INC.,
A NEW MEXICO CORPORATION, HELD ON MAY 17, 1988

Present: George M. Malti
Josephine J. Malti
Only directors of Transwestern Communications, Inc., the sole
shareholder of KKOR/KYVA, INC. (80,000 shares)

Absent: None.

The president called the meeting to order and announced that the only order of business was a discussion of the proposed merger of KKOR/KYVA Inc., and Transwestern Communications, Inc. ("TWC") pursuant to a merger agreement dated May 17, 1988.

Upon motion made, seconded, and unanimously passed, it was

RESOLVED: That the said merger agreement is approved; and further

RESOLVED: That the corporation, through its officers, is authorized to take any and all necessary steps to merge KKOR/KYVA, Inc. and TWC.

FURTHER RESOLVED: That the officers of the Corporation are authorized to sign any and all documents necessary to accomplish said merger, including, but not limited to, the Merger Agreement.

There being no further business to come before the meeting, it was declared adjourned.

Transwestern Communications, Inc.

By George M. Malti
President

By Josephine J. Malti
Secretary

Jerome D. Block
Chairman
Eric P. Serna
Commissioner
John A. Elliott
Commissioner

State of New Mexico
State Corporation Commission

CORPORATION DEPARTMENT

P.O. Drawer 1269
Telephone (505) 827-4511

Santa Fe
87504-1269



Date: JULY 1, 1988

TRANS WESTERN COMMUNICATIONS, INC.
701 SUTTER STREET
SAN FRANCISCO, CALIFORNIA 94109

RE: KKOR/KYVA, INC. 3001781

This Commission has approved and filed the ARTICLES OF MERGER

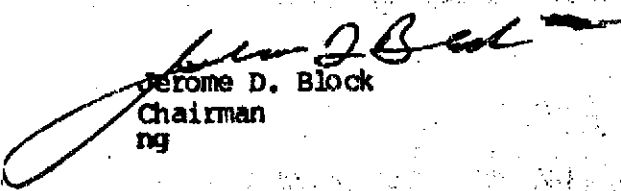
DATED MAY 17, 1988

for the above captioned corporation as of JUNE 27, 1988

Enclosed is the CERTIFICATE OF MERGER

Your cancelled check, as validated by this office, is your receipt.

Very truly yours,


Jerome D. Block
Chairman
ng

P.S. MERGER: TRANSWESTERN COMMUNICATIONS IN. (WY) is not qualified in New Mexico.

STATE OF NEW MEXICO



CERTIFICATE OF AMENDMENT

OF

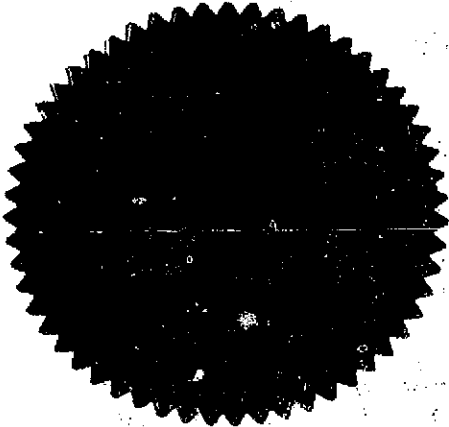
KKOR/KYVA, INC.

112213

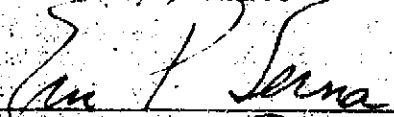
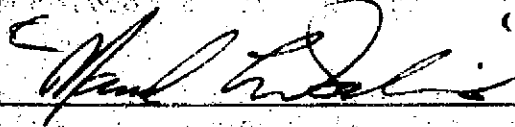
The State Corporation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS Corporation Act, have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated: MARCH 25, 1986



In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe


Chairman

Director

MAR 25 1986

CORPORATION AND
FRANCHISE TAX DEPTS

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KYVA-KOVO, INC.

I

The name of the Corporation is KYVA-KOVO, INC.

II

Article I of the Articles of Incorporation is amended to read:

The name of the corporation shall be KKOR/KYVA, INC.

III

On March 11, 1986, the Shareholders and the Board of Directors of the Corporation adopted this Amendment as evidenced by the resolution attached to these Articles.

IV

The number of shares outstanding of the Corporation is 80,000, the number of shares entitled to vote on the Amendment is 80,000 and there is only one class of stock in the Corporation.

V

80,000 shares voted for the Amendment. 0 voted against the Amendment.

KYVA-KOVO, INC.

By _____
President

Sage M. Dalt

Josephine Malt
Secretary

RECEIVED

MAR 25 1986

N.M. ST. CORP. COM. &
Corp./Franchise Tax Depts.

STATE OF CALIFORNIA

County of San Francisco

} ss.

GEORGE M. MALTI, upon oath deposes and states:

That he is President of KYVA-KOVO, INC., a New Mexico Corporation and is authorized by said Corporation to make this verification and on behalf of said Corporation states: that he has read the Amendment to Articles of Incorporation, and knows the contents thereof and that the same is true and correct of his own knowledge.

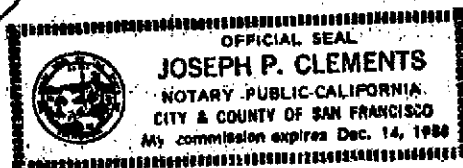
George M. Malti
George M. Malti, Affiant

Subscribed and sworn to before me this 17th day of March, 1986.

Joseph P. Clements
Notary Public

My commission expires:

12-14-88



RECEIVED

MAR 25 1986

N.M. ST. CORP. COMM.
Corp./Franchise Tax Dept.

MAR 25 1986

CORPORATION AND
FRANCHISE TAX DEPTS.

C E R T I F I C A T E

STATE OF CALIFORNIA }
County of San Francisco } ss.

The undersigned, being first duly sworn, upon oath depose and state that they are the President and Secretary, respectively, of KYVA-KOVO, INC., a New Mexico Corporation; that a special meeting of the Board of Directors of said corporation held on March 11, 1986, the following resolution was duly adopted:

RESOLVED: That the officers of the Corporation are authorized to take all necessary steps to amend Article I of the Articles of Incorporation to provide for a change of name from KYVA-KOVO, INC., to KKOR/KYVA, INC.

The undersigned certify further that the above resolution has not been revoked or rescinded and is in full force and effect.

George W. Heltz
President

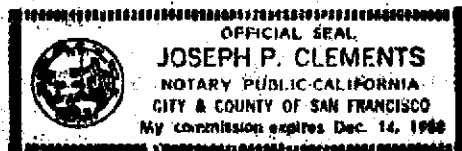
Josephine M. Miller
Secretary

Subscribed and sworn to before me this 17th day of March, 1986.

Joseph P. Clements
Notary Public

My commission expires:

12-14-88



RECEIVED

MAR 25 1986

N.M. ST. CORP. COMM.
Corp./Franchise Tax Depts.

STATE OF NEW MEXICO



CERTIFICATE OF MERGER

OF

KYVA-KOVO, INC.

111,098

The State Corporation Commission certifies that duplicate originals of the _____

Articles of Merger

attached hereto, duly signed and verified pursuant to the provisions of the Business Corporation Act, have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Merger

and attaches hereto a duplicate original of the Articles of Merger

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the City of Santa Fe on

June 19, 1985

Attest:

Paul A. Davis

Director

Tom P. Serna

Chairman

111098

ARTICLES OF MERGER

Pursuant to the provisions of N.M.S.A. § 53-14-4 (1978) the undersigned corporations have adopted the following Articles of Merger for the purpose of combining the undersigned corporations:

I

The Merger Agreement which is attached to these Articles as Exhibit A, and by reference incorporated herein, was approved by the stockholders of each of the undersigned corporations in the manner prescribed by statute.

II

As to each of the undersigned corporations, the number of shares outstanding are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
KYVA-KOVO, Inc.	80,000
Road Runner Radio, Inc.	80,000

III

As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
KYVA-KOVO, Inc.	80,000	-0-
Road Runner Radio, Inc.	80,000	-0-

Dated: May 31, 1985.

ATTEST:

Josephine Malte
Secretary

ATTEST:

Josephine Malte
Secretary

KYVA-KOVG, INC.,

By Josephine Malte
President

ROAD RUNNER RADIO, INC.

By Josephine Malte
President

RECEIVED

JUN 19 1985

N.M. ST. CORP. COMM.
Corp./Franchise Tax Dept.

STATE OF NEW MEXICO }
County of McKinley } ss.

The foregoing instrument was acknowledged before me this 31st day of May, 1985, by GEORGE M. MALTI, President of KYVA-KOVO, INC., a New Mexico corporation, for and on behalf of said corporation.

Marjorie B. Mason
Notary Public

My commission expires:

April 11, 1988

STATE OF NEW MEXICO }
County of McKinley } ss.

The foregoing instrument was acknowledged before me this 31st day of May, 1985, by GEORGE M. MALTI, President of ROAD RUNNER RADIO, INC., a California corporation, for and on behalf of said corporation.

Marjorie B. Mason
Notary Public

My commission expires:

April 11, 1988

MERGER AGREEMENT

THIS AGREEMENT made May 31, 1985, between KYVA-KOVC, INC., a corporation organized and existing under the laws of the State of New Mexico, having its principal office at Gallup, County of McKinley, State of New Mexico, herein after referred to as KYVA-KOVO, and ROAD RUNNER RADIO, INC., a corporation organized and existing under the laws of the State of California, having its principal office at Gallup, County of McKinley, State of New Mexico, herein after referred to as Road Runner, WITNESSETH:

1. The total number of shares of stock which KYVA-KOVO has issued and is outstanding is 80,000 shares of common stock.
2. The total number of shares of stock which Road Runner has issued and is outstanding is 80,000 shares of common stock.
3. The Boards of Directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that Road Runner be merged with KYVA-KOVO.

For reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to New Mexico law, that Road Runner shall be merged into KYVA-KOVO; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of Road Runner into shares or other securities of KYVA-KOVO as herein after set forth.

SECTION ONE. KYVA-KOVO TO BE SURVIVING CORPORATION

Road Runner shall be merged into KYVA-KOVO and the corporate existence of Road Runner shall cease and corporate existence of KYVA-KOVO shall continue under the name KYVA-KOVO, INC.

RECEIVED

JUN 17 1985

EXHIBIT A

N.M. ST. CORP. COMMISSION
Corp./Franchise Tax Dept.

and KYVA-KOVO shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and KYVA-KOVO shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if KYVA-KOVO had itself incurred them.

SECTION TWO. PRINCIPAL OFFICE

The principal office of KYVA-KOVO shall remain the principal office of the corporation following this merger.

SECTION THREE. OBJECTS AND PURPOSES

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger, are as follows:

- A. To acquire, own, lease, rent and operate radio broadcasting stations with any and all types of transmission facilities;
- B. To apply for, receive, and hold all licenses that may be necessary or required from any licensing agency, federal, state or foreign; to do any and all things necessarily incident to the operation of such broadcasting stations, including but not limited to contracting for transmission of programs and entering into such other contracts as the Board of Directors of the Corporation may from time to time deem proper and expedient;
- C. To invest in, own or lease real and personal property of any and all kinds; and
- D. To engage in any lawful business permitted to a private corporation under the laws of the State of New Mexico and to have all of the corporate powers enumerated in the New Mexico Business Corporation Act.

SECTION FOUR. BYLAWS

The present bylaws of KYVA-KOVO, insofar as not inconsistent with this agreement of merger, shall be the bylaws of the corporation following the merger until altered, amended, or repealed as therein provided.

SECTION FIVE. NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the persons who shall constitute the board of directors of KYVA-KOVO, following the merger, and who shall hold office until the first annual meeting of the shareholders of KYVA-KOVO are as follows:

George M. Malti
Josephine J. Malti
2164 Hyde Street
San Francisco, California 94109.

SECTION SIX. METHOD OF CONVERTING SHARES

The 80,000 shares of common stock of Road Runner shall, without any other action on the part of the respective holders thereof, become and be converted into 80,000 shares of common stock of KYVA-KOVO.

SECTION SEVEN. DIVIDENDS PRIOR TO MERGER

Until this agreement of merger becomes effective or is abandoned, the constituent corporations may not pay dividends on their shares of common stock in their respective corporations.

SECTION EIGHT. EXTRAORDINARY TRANSACTIONS

Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this agreement.

SECTION NINE. SUBMISSION TO STOCKHOLDERS; EFFECTIVE DATE

This agreement shall be submitted to the stockholders of the constituent corporations in the manner provided by New Mexico law, and if the votes of

stockholders of each such corporation representing 66-2/3 percent of the total number of shares of its capital stock shall be in favor of the adoption of this agreement, it shall, subject to the provisions of Section Ten of this Agreement.

SECTION TEN. ABANDONMENT OF MERGER

Anything to the contrary herein notwithstanding, if the board of directors of KYVA-KOVO, or the board of directors of Road Runner, should determine, either before or after the meeting of the stockholders of the respective corporations called to vote on the adoption or rejection of this agreement of merger, that for any legal, financial, economic, or business reason deemed sufficient by such board, it is not in the interest of the corporation it represents, or the stockholders of such corporation, or is otherwise inadvisable or impracticable to consummate the merger, such board of directors may abandon the merger by directing the officers of the corporations to refrain from executing or filing this agreement of merger, and thereupon this agreement shall be void and of no effect.

SECTION ELEVEN. NECESSARY DOCUMENTS

The parties to this agreement hereby agree to execute any and all documents necessary to accomplish the merger contemplated under this agreement and fulfill the intents and purposes of this agreement.

ATTEST:

Josephine Muller
Secretary

ATTEST:

Josephine Muller
Secretary

KYVA-KOVO, INC.

By Edgar A. Walker
President

ROAD-RUNNER RADIO, INC.

By Edgar A. Walker
President

STATE OF NEW MEXICO



CERTIFICATE OF INCORPORATION
OF

KYVA-KOVO, INC.

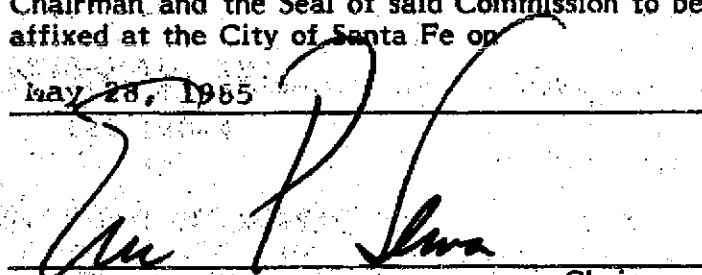
127,120-4

The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS Corporation Act, have been received by it and are found to conform to law.

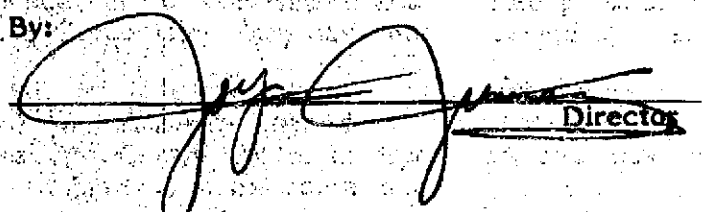
Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Incorporation, and attaches hereto a duplicate original of the Articles of Incorporation.

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe on

May 28, 1955



Chairman

By: 

Director

1120-4

FILED IN OFFICE OF
STATE CORPORATION COMMISSION
OF NEW MEXICO

MAY 2 8 1985

ARTICLES OF INCORPORATION
OF
KYVA-KOVO, INC.

CORPORATION AND
FRANCHISE TAX DEPTS.

The undersigned acting as Incorporators of a corporation under the New Mexico Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be KYVA-KOVO, INC.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are as follows:

A. To acquire, own, lease, rent and operate radio broadcasting stations with any and all types of transmission facilities;

B. To apply for, receive, and hold all licenses that may be necessary or required from any licensing agency, federal, state or foreign; to do any and all things necessarily incident to the operation of such broadcasting stations, including but not limited to contracting for transmission of programs and entering into such other contracts as the Board of Directors of the Corporation may from time to time deem proper and expedient;

C. To invest in, own or lease real and personal property of any and all kinds; and

D. To engage in any lawful business permitted to a private corporation under the laws of the State of New Mexico and to have all of the corporate powers enumerated in the New Mexico Business Corporation Act.

RECEIVED

MAY 21 1985

IN/M. ST. CORP. COMM.
Corp./Franchise Tax Depts.

ARTICLE IV

The total number of shares that the corporation shall have authority to issue is one hundred thousand (100,000) with a par value of One and No/100 (\$1.00) Dollars per share.

ARTICLE V

No shareholder shall have any preemptive right to acquire unissued shares of the corporation.

ARTICLE VI

The corporation shall do business as KYVA-KOVO, INC., and the address of the corporation's initial registered office is 405 South Second, Gallup, New Mexico 87301, and the name of the corporation's initial registered agent at such address is SAMMY CHIODA.

ARTICLE VII

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as such Directors until the first annual meeting of shareholders or until their successors are elected and qualify, are:

George M. Malti
Josephine J. Malti
2164 Hyde Street
San Francisco, California 94109

Sammy Chioda
405 South Second
P.O. Drawer K
Gallup, New Mexico 87301.

ARTICLE VIII

The name and address of each incorporator is: SAMMY CHIODA, P.O. Drawer K, Gallup, New Mexico 87301.

Dated this 20th day of May, 1985.


Sammy Chioda

RECEIVED

MAY 21 1985

N.M. ST. CORP. COMM.
Corp./Franchise Tax Dept.

STATE OF NEW MEXICO)
County of McKinley) ss.

The foregoing instrument was acknowledged before me this 20th day of
May, 1985, by SAMMY CHIODA.

Margaret B. Moore
Notary Public

My commission expires:

April 11, 1988

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MAY 21 1985

N.M. ST. CORP. COMM.
Corp./Franchise Tax Dept.

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT FILED IN OFFICE OF
BY DESIGNATED INITIAL REGISTERED AGENT STATE CORPORATION COMMISSION
OF NEW MEXICO**

TO THE STATE CORPORATION COMMISSION
State of New Mexico

MAY 28 1985

STATE OF NEW MEXICO
COUNTY OF MCKINLEY

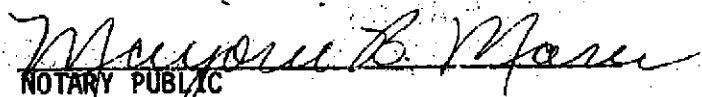
} ss.

CORPORATION AND
FRANCHISE TAX DEPTS.

On this 20th day of May, 1985, before me, A Notary Public in and for the State and County aforesaid, personally appeared SAMMY CHIODA, who is to me known to be the person and who, being by me duly sworn, acknowledged to me that he does hereby accept his appointment as the initial Registered Agent of KYVA-KOVO, INC., the Corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the Provisions of the Business Corporation Act of the State of New Mexico.


SAMMY CHIODA, REGISTERED AGENT

SUBSCRIBED and SWORN to before me on the day, month and year first above set forth.


NOTARY PUBLIC

My Commission Expires:
April 11, 1988

RECEIVED

MAY 21 1985

STATE CORPORATION COMMISSION
Corp./Franchise Tax Depts.