

BY-LAWS OF
PEARSON BROADCASTING OF MARSHALL, INC.

ARTICLE I. OFFICES

1.01 Principal Office. The principal office of PEARSON BROADCASTING OF MARSHALL, INC. (the "Corporation") in the Commonwealth of Virginia shall be located in the County of Chesterfield.

1.02 Other Offices. The Corporation may have such other offices, either within or without the Commonwealth of Virginia, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II. SHAREHOLDERS

2.01 Annual Meeting. The annual meeting of the Shareholders shall be held on the first Wednesday of the month of March in each year (beginning in 1996), at the hour of 1:00 o'clock in the afternoon, or at such other time on such other day within such month as shall be fixed by the Board of Directors, 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 in the Commonwealth of Virginia, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the Shareholders or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Shareholders as soon thereafter as may be convenient.

2.02 Special Meetings. Special meetings of the Shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the Board of Directors, and shall be called by the president at the request of the holders of not less than one-tenth of all outstanding shares of the corporation entitled to vote at the meeting. At a special meeting no business shall be transacted and no corporate action taken other than as stated in the notice of the meeting.

2.03 Place of Meeting. All meetings shall be held at the principal office of the Corporation except the Board of Directors may designate any place, either within or without the Commonwealth of Virginia, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all Shareholders entitled to vote at a meeting may designate any place, either within or without the Commonwealth of Virginia, 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 principal office of the Corporation in the Commonwealth of Virginia.

2.04 Notice of Meeting. Written 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, unless otherwise prescribed by statute, be delivered not less than ten nor more than sixty days or, in case of a special meeting, not less than twenty-five nor more than sixty 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 other persons calling the meeting, to each Shareholder of record entitled to vote at such meeting.

2.05 Voting List. The officer or agent having charge of the stock transfer books for shares of the Corporation shall make and keep a complete list of the Shareholders entitled to vote in accordance with the provisions of Section 13.1-661 of the Code of Virginia of 1950, as amended.

2.06 Quorum. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The Shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Shareholders to leave less than a quorum.

2.07 Proxies. At all meetings of Shareholders, a Shareholder may vote in person or by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

2.08 Voting of Shares. Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of Shareholders. The vote of a majority of the outstanding shares entitled to vote shall be required to pass any shareholder resolution.

2.09 Informal Action by Shareholders. Any action required or permitted to be taken at a meeting of the Shareholders 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.

2.10 Chairman of Meetings. The Chairman of the Board, if there be one, shall preside over all meetings of the Shareholders. If he is not present, or there is none in office, the president shall preside. If neither the chairman of the Board nor the president is present, a vice president shall preside, or, if none be present, a Chairman shall be elected by the meeting. The secretary of the Corporation shall act as secretary of all the meetings, if she is present. If she is not present, the chairman shall appoint a secretary of the meeting.

2.11 Inspectors. An appropriate number of inspectors for any meeting of Shareholders may be appointed by the chairman of such meeting. Inspectors so appointed shall open and close the polls, shall receive and take care of proxies and ballots, and shall decide all questions as to the qualifications of voters, validity of proxies and ballots, and the number of votes properly cast.

ARTICLE III. DIRECTORS

3.01 General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors, and, except as otherwise expressly provided by law, the Articles of Incorporation or these by-laws, all of the powers of the Corporation shall be vested in such Board.

3.02 Number of Directors. The Board of Directors shall be a minimum of one (1) and a maximum of five (5). The initial number of Directors shall be three (3). These numbers may be increased or decreased at any time by amendment of these by-laws.

3.03 Election and Removal of Directors.

a. Directors shall be elected at each annual meeting of Shareholders to succeed those Directors whose terms have expired and to fill any vacancies then existing.

b. Directors shall hold their offices for terms of one year and until their successors are elected. Any Director may be removed from office at a meeting called expressly for that purpose by the vote of Shareholders holding a majority of the shares entitled to vote at an election of Directors.

c. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Board, and the term of office of any Director so elected shall expire on the date fixed for the expiration of the term of office of the Director to which such Director was so elected.

3.04 Quorum. A majority of the number of Directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

3.05 Meetings of Directors. An annual meeting of the Board of Directors shall be held as soon as practicable after the adjournment of the annual meeting of Shareholders at the same place as such annual meeting of Shareholders was held. Other meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other places within or without the Commonwealth of Virginia and at times fixed by resolution of the Board, or upon call of the chairman of the Board, the president or any two of the Directors. The secretary or officer performing the secretary's duties shall give not less than twenty-four hours' notice by letter, telegraph or telephone of all meetings of the Board of Directors, provided that notice need not be given of the annual meeting or of regular meetings held at times and places fixed in accordance with these by-laws. Meetings may be held at any time without notice if all of the Directors are present, or if those not present waive notice in writing either before or after the meeting. The notice of meetings of the Board need not state the purpose of the meeting. The Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. A written record shall be made of the action taken at any such meeting.

3.06 Unanimous Written Consent. The Directors may act without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors either before or after such action in accordance with Section 13.1-685 of the Code of Virginia (1950), as it may be amended from time to time.

ARTICLE IV. COMMITTEES

4.01 Executive Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these by-laws, may elect an Executive Committee which shall consist of not less than two Directors, including the

president. When the Board of Directors is not in session, the Executive Committee shall have all power vested in the Board of Directors by law, by the Articles of Incorporation, or by these by-laws, provided that the Executive Committee shall not have power to declare dividends, to approve an amendment to the Articles of Incorporation or a plan of merger or consolidation, or to take any action prohibited by express resolution of the Board of Directors. The Executive Committee shall report at the next regular or special meeting of the Board of Directors all action which the Executive Committee may have taken on behalf of the Board since the last regular or special meeting of the Board of Directors.

4.02 Other Committees. The Board of Directors, by resolution duly adopted, may establish such other standing or special committees of the Board as it may deem advisable; and the members, terms and authority of such committees shall be as set forth in resolutions establishing the same.

4.03 Meetings. Regular and special meetings of any Committee established pursuant to this Article may be called and held subject to the same requirements with respect to time, place and notice as are specified in these by-laws for regular and special meeting of the Board of Directors.

4.04 Quorum and Manner of Acting. A majority of the members of any Committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a Committee meeting at which a quorum is present shall constitute the act of the Committee.

4.05 Terms of Office. Members of any Committee shall be elected as above provided and shall hold office until their successors are elected by the Board of Directors or until such Committee is dissolved by the Board of Directors.

4.06 Resignation and Removal. Any member of a Committee may resign at any time by giving written notice of his intention to do so to the president or the secretary of the Corporation, or may be removed, with or without cause, at any time by such vote of the Board of Directors as would suffice for his election.

4.07 Vacancies. Any vacancies occurring in a Committee resulting from any cause whatever may be filled by the Board of Directors.

ARTICLE V. OFFICERS

5.01 Number. The officers of the Corporation shall be a president, a secretary, and a treasurer, each of whom shall be

elected by the Board of Directors. Such other officers and assistant officers, including a chairman of the Board, as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

5.02 Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the Shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected and shall have been removed in the manner hereinafter provided.

5.03 Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment, the best interest 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. Election or appointment of an officer or agent shall not of itself create contract rights.

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

5.05 Authority. No officer shall possess any power or authority unless expressly granted by the Board of Directors.

5.06 President. The president 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 to be otherwise signed or executed.

5.07 The Vice-President. In the absence of the president or in the event of his death, inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election), if any, shall perform the duties of the president, and when so acting, shall have all the powers of and be the subject to all the restrictions upon the president. Any vice-president may sign, with the secretary or an assistant secretary, certificates for

shares of the corporation; and shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

5.08 The Secretary. The secretary shall: (a) keep the minutes of the proceedings of the Shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation, if any, and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the secretary by such shareholder; (e) sign with the president, or a vice-president, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

5.09 The Treasurer. The treasurer, if any, shall: (a) have charge and custody of and be responsible for funds and securities of the corporation only as directed by the Board of Directors; and (b) receive and give receipts for moneys due and payable to the corporation, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

5.10 Assistant Secretaries and Assistant Treasurers. The assistant secretaries, when authorized by the Board of Directors, may sign with the president or a vice-president certificates for shares of the Corporation the issuance of which shall have been duly authorized by the Board of Directors.

5.11 Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he/she is also a director of the Corporation.

ARTICLE VI. INDEMNIFICATION

6.01 General. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative (including an action or suit by or in the right of the Corporation), by reason of the fact that he/she is or was a director, officer, partners, or trustee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against judgments, fines amounts paid in settlement and expenses (including attorney's fees), actually and reasonably incurred by him in connection with such action, suit or proceeding, except only in relation to any claim, issue or matter as to which such person shall have been adjudged to be liable for his gross negligence or willful misconduct in the performance of his duties. Each such indemnity shall inure to the benefit of the heirs, executors and administrators of such person.

6.02 Standards and Procedure. Any indemnity under Section 6.01 above shall (unless authorized by a court) be made by the Corporation only as authorized in the specific case upon a determination that the director, officer, partner or trustee was not guilty of gross negligence or willful misconduct in the performance of his duties, and in case of settlement, that such settlement was, or if still to be made, is consistent with the best interests of the corporation. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) by independent legal counsel in a written opinion if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested Directors so directs, or (iii) by the stockholders. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel.

6.03 Payment. Expenses incurred in defending an action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, partner or trustee to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as provided in this section.

6.04 Non-exclusive. The right of indemnification provided by this section shall not be exclusive of any rights to which any person may be entitled, including the right under

policies of insurance that may be purchased and maintained by the Corporation, or others even as to claims, issues or matters in relation to which the corporation would not have the power to indemnify such person under the provisions of this section.

6.05 Insurance. The Corporation may purchase and maintain at its sole expense insurance, in such amounts and on such terms and conditions as the Board of Directors may deem reasonable, against all liabilities or losses it may sustain in consequence of the indemnification provided for in this section.

6.06 Employees. The Board of Directors shall have the power, generally and in specific cases, to indemnify employees and agents of the Corporation to the same extent as provided in this section with respect to Directors and officers.

ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

7.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.02 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

7.03 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.04 Deposits. All funds of the Corporation not otherwise employed shall be depositories as the Board of Directors may select.

ARTICLE VIII. CERTIFICATES FOR SHARES AND THEIR TRANSFER

8.01 Certificates for Shares. Certificates representing shares of the Corporation shall be in such form as shall be determined by the Board of Directors. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All

certificates surrendered to the Corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the Corporation as the Board of Directors may prescribe.

8.02 Transfer of Shares. Transfer of shares of the Corporation shall be made only on the stock transfer books of the Corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the Corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Corporation shall end in each year on such date as may be set by the Board of Directors.

ARTICLE X. 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 XI. CORPORATE SEAL

The Board of Directors may from time to time adopt a corporate seal or seals which may simply be the words "Corporate Seal" or such other words or form as the Board of Directors adopts.

ARTICLE XII. NOTICES

Each stockholder, director and officer shall furnish in writing to the secretary of the Corporation the address to which notices of every kind may be delivered or mailed. If such person fails to furnish an address, the Corporation shall not be required to deliver or mail any notice to such person. Whenever notice is required by applicable law, the Articles of Incorporation or these by-laws, a written waiver of such notice signed before or after the time stated in the waiver or, in the case of a meeting, the attendance of a stockholder or director (except for the sole purpose of objecting) or, in

the case of unanimous consent, the signing of the consent, shall be deemed a waiver of notice.

ARTICLE XIII. AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the Board of Directors, to the extent provided by law, or by the Shareholders at any regular or special meeting; provided, however, a vote of more than two-thirds (2/3) of the Directors or of two-thirds (2/3) of the number of shares then outstanding, as the case may be, shall be required.

PEARSON BROADCASTING OF MARSHALL, INC.
UNANIMOUS CONSENT OF DIRECTORS AND STOCKHOLDERS
IN LIEU OF
ORGANIZATIONAL MEETING

Pursuant to Sections 13.1-685 and 13.1-657 of the Code of Virginia, the undersigned, being all of the Directors and Stockholders of PEARSON BROADCASTING OF MARSHALL, INC. (the "Corporation"), a Virginia corporation, execute this written consent, in lieu of an organizational meeting, to the following actions taken by them and waive all requirements of notice of such meeting, statutory or otherwise.

RESOLVED, That the Articles of Incorporation of the Corporation having been filed in the office of the Virginia State Corporation Commission and a charter having been issued on March 10, 1995, the Secretary of the Corporation is directed to file the notice of issuance of the Certificate of Incorporation together with a copy of the Articles of Incorporation in the minute book;

RESOLVED, That the form of by-laws for the regulation of the affairs of the Corporation, a copy of which the Secretary is directed to file in the minute book immediately following the Articles of Incorporation, is adopted as the by-laws of the Corporation;

RESOLVED, That the action of John B. Nicholson in acting as incorporator is hereby ratified and confirmed and the Corporation agrees to indemnify said incorporator for any claims against him in his capacity as incorporator;

RESOLVED, That the following persons are elected to serve as officers of the Corporation until the first meeting of the Board of Directors following the first annual meeting of the Stockholders or until their successors are duly elected and qualified:

Max H. Pearson	-	President
Donna Wooten	-	Secretary/Treasurer
Bruce W. Hale	-	Vice President

RESOLVED, That the form stock certificate appended to this consent is hereby adopted as the form of stock certificate of the Corporation and the Secretary is hereby directed to mark the certificate "Sample-Void" and file it in the Corporation's minute book;

RESOLVED, That the seal, an impression of which the Secretary is directed to make in the margin of this consent opposite the place where this resolution is recorded, is adopted as the seal of the Corporation;

RESOLVED, That the President is authorized to enter into and make in the name of the Corporation, contracts, leases, deeds, deeds of trust and agreements for the furtherance of the purposes and for the carrying on of the business of the Corporation; that all instruments executed by the Corporation not requiring a seal shall be sufficiently executed when they bear the name of the Corporation, signed by the President; that all contracts, deeds and instruments of every nature which require the seal of the Corporation shall be sufficiently executed when they bear the name of the Corporation, signed by the President, and its corporate seal affixed and attested by the Secretary;

RESOLVED, That the Corporation be and hereby is authorized to borrow from such Corporations, banks, or individuals, as it may see fit, such sums of money which in the discretion of the President is necessary for carrying on the business of the Corporation, and to give such collateral and make such terms as he deems to be in the best interest of the Corporation, and the President is hereby authorized to execute such instruments as may be required in order to consummate any loan or loans, and the Secretary is hereby authorized to affix the seal thereto;

RESOLVED, That Signet Bank of Richmond, Virginia, is designated as the depository of the funds of the Corporation and the banking resolutions of said bank, an executed copy of which the Secretary is directed to file in the minute book, are hereby adopted and the President of the Corporation is directed to deliver a certified copy of such resolutions to said Bank.

RESOLVED, that the proper offices of this corporation be, and they hereby are, authorized and directed to execute such documents and take such steps as may be necessary or appropriate to effect the election of this corporation to be taxed as a Subchapter S corporation in accordance with the Internal Revenue code of 1986, as amended.

WHEREAS, the Corporation has received a subscription to the common stock of the Corporation for one hundred (100) shares of the common stock, no par value each, to be owned solely by Max H. Pearson; it is

RESOLVED, That the stock subscriptions of the aforementioned persons, copies of which are ordered filed in the minute book following this consent, are hereby accepted and the President and Secretary of the Corporation are authorized

to issue and deliver to the subscriber certificates for the number of shares subscribed upon receipt of payment therefor;

RESOLVED, that the subscriptions of stock described hereinabove are intended to be tax-free transactions pursuant to Section 351 of the Internal Revenue Code of 1986, as amended;

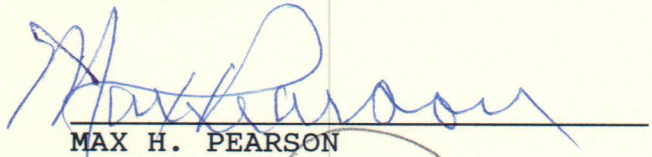
RESOLVED, that the stock issued hereunder is intended to be "Section 1244 Stock", as defined in the Internal Revenue Code of 1986, as amended.

The undersigned, being the only Directors and Stockholder of the Corporation, hereby acknowledge having given their prior consent to same as required under the Code of Virginia.

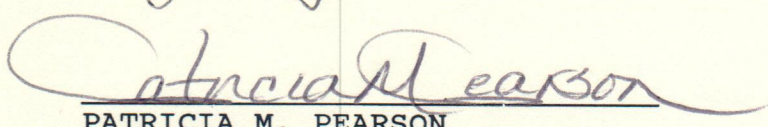
No other action is consented to or taken.

Dated as of March __, 1995.

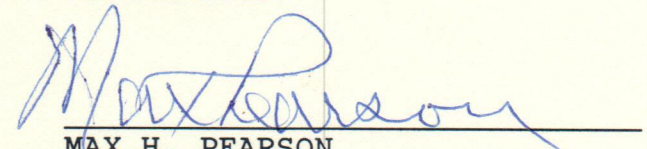
DIRECTORS:


MAX H. PEARSON


FRANK A. PEARSON


PATRICIA M. PEARSON

STOCKHOLDER:


MAX H. PEARSON