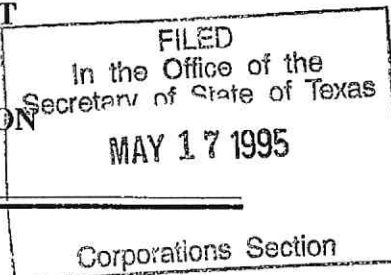

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**



Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is PERRYTON RADIO, INC.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on the 17th day of May, 1995.

The amendment is an addition to the original or amended Articles of Incorporation, and the full text of each provision added is as follows:

“Article Eleven

“This corporation is a close corporation. Management of the corporation shall be by the sole shareholder of the corporation without need of a shareholders agreement or bylaws.”

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was Two Thousand Five Hundred (2,500).

The number of such shares entitled to vote thereon was Two Thousand Five Hundred (2,500).

ARTICLE FOUR

The holder of all the shares outstanding and entitled to vote on said amendment has signed a consent in writing adopting said amendment.

Dated this 17th day of May, 1995.

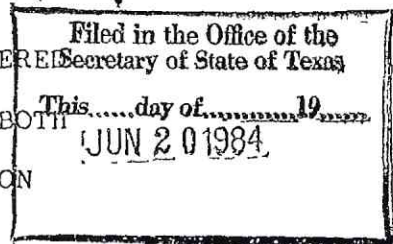
Marilyn S. Hershman

by

Marilyn S. Hershman
Acting Assistant Secretary

200007100131

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT OR BOTH
BY A TEXAS DOMESTIC CORPORATION



1. The name of the corporation Perryton Radio, Inc. 1872 de os
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas prior to filing this statement is 4011 Gary Avenue, Lubbock, Texas
3. The address, including street and number, to which its registered office is to be changed is Highway 15 West, Perryton, Texas
(Give new address or state "no change")
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, prior to filing this statement is Frank Junell
5. The name of its new registered agent is Sharon Garrison Ellzey
(Give new name or state "no change")
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by its board of directors.

John C. Ellzey
President or Vice President

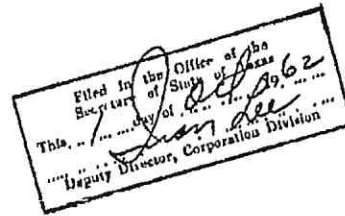
Sworn to

6/14/84
(date)

Sharon Garrison Ellzey
Notary Public

DeHilltree County, Texas

ARTICLES OF INCORPORATION
OF
PERRYTON RADIO, INC.



The undersigned natural persons of the age of twenty-one years or more, all of whom are citizens of the State of Texas, acting as Incorporators of a corporation (hereinafter referred to as "the Corporation") under the provisions of the Texas Business Corporation Act (hereinafter referred to as "the Act"), hereby adopt the following Articles of Incorporation:

ARTICLE I. Name. The name of the Corporation is PERRYTON RADIO, INC.

ARTICLE II. Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE III. Purposes. The purposes for which the Corporation is organized are as follows:

Section 1. General Purposes. To buy, sell, own and operate radio broadcasting and communications facilities of all types.

Section 2. Ancillary Purposes. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the Act or by other law.

Section 3. To Carry Out Such Purposes in Other States. To carry out the purposes hereinabove set forth in any State, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such State, territory, district or possession of the United States, or by the

United States itself, or by such foreign country.

ARTICLE IV. Powers. The powers which the Corporation shall have and exercise are as follows:

Section 1. Statutory Powers. To have and exercise the statutory powers specified in the Act.

Section 2. Ancillary Powers. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

ARTICLE V. Authorized Shares.

Section 1. Number. The aggregate number of shares, which the Corporation shall have authority to issue, is Two Thousand Five Hundred (2,500) shares of Capital Stock, with the par value of Ten and No/100 (\$10.00) Dollars per share.

Section 2. Stated Capital. The par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Section 3. Dividends. The holders of the Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the Corporation, as defined by the Act, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

ARTICLE VI. Initial Consideration for Issuance of Shares. The Corporation will not commence business until it has received at least, for the issuance of its shares, consideration of the value of \$1,000.00 consisting of money, labor done, or property actually received.

ARTICLE VII. Provisions for Regulation of the Internal Affairs of the Corporation.

Section 1. Meetings of Shareholders. Meetings of the Shareholders of the Corporation may be held at such place, either within or without the State of Texas, as may be provided in the Code of By-Laws. In the absence of any such provision, all meetings shall be held at the registered office of the Corporation.

Section 2. Voting Rights. At every meeting of the shareholders, every holder of the Capital Stock of the Corporation shall be entitled to one vote for each share of Capital Stock standing in his name on the books of the Corporation. At each election of Directors, every holder of the Capital Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote; however, cumulative voting of shares in the election of Directors is prohibited.

Section 3. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Texas.

Section 4. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the Code of By-Laws, or to adopt a new Code of By-Laws is vested in the shareholders of the Corporation, but such power may be delegated by the shareholders to the Board of Directors. The Code of By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act or these Articles of Incorporation.

Section 5. Executive Committee. If the Code of By-Laws so provides, the Board of Directors, by resolution adopted by a majority

of the number of Directors fixed by the Code of By-Laws, or in the absence of a by-law fixing the number of Directors, then of the number stated in these Articles of Incorporation, may designate two or more Directors to constitute an Executive Committee, which Committee, to the extent provided in such resolution or the Code of By-Laws, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation; but the designation of such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

Section 6. Compensation of Directors. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

Section 7. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and

ratify such contract or transaction by a vote of a majority of the number of Directors fixed by the Code of By-Laws, or in the absence of a by-law fixing the number of Directors, then of the number stated in these Articles of Incorporation. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 8. Amendments of Articles of Incorporation. The Corporation reserves the right from time to time to amend, alter, repeal or to add any provision to, its Articles of Incorporation in the manner prescribed by the Act.

ARTICLE VIII. Address of Initial Registered Office and Name of Initial Registered Agent.

Section 1. Registered Office. The address of the initial registered office of the Corporation is 4011 Gary Avenue, Lubbock, Texas.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation at such address is Frank Junell.

ARTICLE IX. Data Respecting Directors.

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of three (3) members, who need not be residents of the State of Texas or shareholders of the Corporation.

Section 2. Names and Addresses. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Frank Junell	4011 Gary Avenue, Lubbock, Texas
D. M. Wiggins	3215 19th Street, Lubbock, Texas
Bill J. Parsley	1307 Avenue L, Lubbock, Texas

Section 3. Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time by amendment of the Code of By-Laws; but no decrease shall have the effect of shortening the term of any incumbent Director. In the absence of a by-law fixing the number of Directors, the number shall be three (3).

ARTICLE X. Data Respecting Incorporators. The names and addresses of the Incorporators of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Frank Junell	4011 Cary Avenue, Lubbock, Texas
D. M. Wiggins	3215 19th Street, Lubbock, Texas
Bill J. Parsley	1307 Avenue L, Lubbock, Texas

IN WITNESS WHEREOF, the undersigned, being all of the Incorporators designated in Article X, execute these Articles of Incorporation in duplicate originals, and certify to the truth of the facts therein stated, this 28th day of September, 1962.

Frank Junell
Frank Junell

D. M. Wiggins
D. M. Wiggins

Bill J. Parsley
Bill J. Parsley

THE STATE OF TEXAS I
COUNTY OF LUBBOCK I

I, the undersigned authority, a Notary Public in and for said County and State, do hereby certify on this 28 day of September, 1962, personally appeared before me Frank Junell, D. M. Wiggins and Bill J.

Parsley, who each by me being first duly sworn, severally declared that they are the persons who signed the foregoing document as Incorporators, and that the statements therein contained are true.

Harold H. H. H. H.
Notary Public, Lubbock County, Texas