

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A NORTH CAROLINA CORPORATION UNDER THE NAME OF "LINCOLN FINANCIAL MEDIA COMPANY OF COLORADO" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "LINCOLN FINANCIAL MEDIA COMPANY OF COLORADO" TO "ENTERCOM DENVER II, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 2015, AT 10:33 O'CLOCK A.M.

5786891 8100V

151062192



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2565646

DATE: 07-17-15

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

1. The jurisdiction where the Corporation first formed is **North Carolina**.
2. The jurisdiction immediately prior to filing this Certificate is **North Carolina**.
3. The date the corporation first formed is **April 4, 2002**.
4. The name of the Corporation immediately prior to filing this Certificate is: **Lincoln Financial Media Company of Colorado**.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is **Entercom Denver II, LLC**.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
17th day of July, 2015.

By: 
Authorized Person

Name: Andrew P. Sutor, IV

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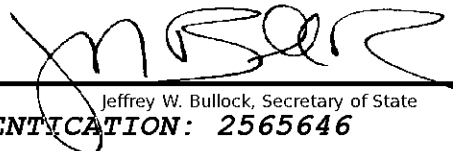
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "ENTERCOM DENVER II, LLC" FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 2015, AT 10:33 O'CLOCK A.M.



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AUTHENTICATION: 2565646

DATE: 07-17-15

CERTIFICATE OF FORMATION

ENTERCOM DENVER II, LLC

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

1. The name of the limited liability company is:

Entercom Denver II, LLC

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

I, THE UNDERSIGNED, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, as amended, do hereby make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto signed as of this 17th day of July, 2015.



Andrew P. Sutor, IV
Authorized Person