

MINUTE BOOK

OF

TALLEY BROADCASTING CORPORATION

INCORPORATED UNDER THE LAWS OF DELAWARE

OFFICE IN DELAWARE

WITH

Corporation Service Company

DELAWARE TRUST BUILDING

WILMINGTON, DEL.

CERTIFICATE OF INCORPORATION
OF
TALLEY BROADCASTING CORPORATION

FIRST. The name of this corporation is TALLEY BROADCASTING CORPORATION.

SECOND. Its principal office in the State of Delaware is to be located at 900 Market Street, in the City of Wilmington, County of New Castle, and its resident agent is CORPORATION SERVICE COMPANY, 900 Market Street, Wilmington, Delaware.

THIRD. The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

Mass communications including, but not limited to radio and television broadcasting stations and community antenna systems (to own and operate) and businesses related thereto; and to provide management, engineering, program, promotion, and sales services and products to others so engaged.

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To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of real property.

To manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, assign, exchange, transfer or in any manner dispose of, and to invest, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description.

To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds or other evidences of indebtedness created by other corporations and while the holder of such stock to exercise all the rights and privileges of ownership, including the right to vote thereon.

To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner dispose of and to grant licenses or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters patent, copyrights or otherwise.

To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof.

To borrow money for any of the purposes of the corporation and to draw, make, accept, endorse, execute, issue, sell, pledge or otherwise dispose of promissory notes, drafts, warrants, bonds, debentures and other negotiable or non-negotiable, transferable or non-transferable instruments and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation at the time owned or thereafter acquired.

To purchase, hold, sell and transfer the shares of its capital stock.

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To have one or more offices and to conduct any or all of its operations and business and to promote its objects, without restriction as to place or amount.

To carry on any other business in connection therewith.

To do any or all of the things herein set forth as principal, agent, contractor, or otherwise, alone or in company with others.

The objects and purposes specified herein shall be regarded as independent objects and purposes and except where otherwise expressed, shall be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this certificate of incorporation.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is One Thousand Seven Hundred Fifty (1,750) shares, of which Two Hundred Fifty (250)

shares, of the par value of One Hundred Dollars (\$100.00) each, amounting to Twenty-Five Thousand Dollars (\$25,000.00), are preferred stock and One Thousand Five Hundred (1,500) shares without par value are common stock.

Said preferred stock shall entitle the holder thereof to receive dividends at the rate of six per centum (6%) per annum, payable at such times as the directors may determine, before any dividends shall be set apart for or paid on the common stock, and the preferred stock shall not participate in nor receive any additional earnings profits or dividends.

The said dividends on the preferred stock shall be cumulative, so that if full dividends at the aforesaid rate for any past dividend period shall not have been set apart for or paid on the said preferred stock, the deficiency shall be fully paid or provided for before any dividend is declared or paid on the common stock.

The holders of preferred stock shall in case of liquidation or dissolution of the company be entitled to be paid in full out of the assets of the corporation including its capital One Hundred Dollars (\$100.00) per share and an amount equal to the sum of all dividends unpaid thereon and in lieu of such dividends, before any amount shall be paid to the holders of

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common stock, and the remaining assets shall then be distributed among the holders of common stock exclusively, in proportion to their holdings.

Said preferred stock shall be subject to redemption, in whole or in part, at One Hundred Five Dollars (\$105.00) per share and amount equal to the sum of all dividends unpaid thereon and in lieu of such dividends, at such time and in such manner as the board of directors shall determine, after thirty days from the issue thereof.

FIFTH. The minimum amount of capital with which it will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The name and place of residence of each of the incorporators are as follows:

NAME	RESIDENCE
L. W. PHILLIPS	WILMINGTON, DELAWARE
K. D. RAU	WILMINGTON, DELAWARE
H. KENNEDY	WILMINGTON, DELAWARE

SEVENTH. This corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized:

To make, alter, amend and repeal the by-laws;

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to alter or abolish any such reserve; to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation;

To designate, by resolution passed by a majority of the whole board, one or more committees, each to consist of two or more directors, which committees, to the extent provided in such resolution or in the by-laws of the corporation, shall have and may exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it;

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation,

or any of them other than the stock ledger, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

To sell, lease or exchange all of its property and assets, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, when and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding.

This corporation may in its by-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

TENTH. If the by-laws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may from

time to time be designated by the by-laws or by resolution of the directors.

ELEVENTH. This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being all of the incorporators, for the purpose of forming a corporation, in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act Providing a General Corporation Law" (approved March 10, 1899) and the acts amendatory thereof and supplemental thereto, do make and file this certificate of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto have set our respective hands and seals this eighth day of June, A. D. 1965.

In the presence of

MELITTA C. PALMATARY

L. W. PHILLIPS (SEAL)

K. D. RAU (SEAL)

H. KENNEDY (SEAL)

STATE OF DELAWARE)
COUNTY OF NEW CASTLE) SS.

BE IT REMEMBERED, that on this eighth day of June, A. D. 1965, personally appeared before me, the subscriber, a notary public for the State and County aforesaid, L. W. Phillips, K. D. Rau and H. Kennedy, all the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be their act and deed respectively, and that the facts therein stated were truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

MELITTA C. PALMATARY
Notary Public.

Melitta C. Palmatary
Notary Public
Delaware
Appointed Jan. 18, 1965
Term 2 years.

STATE OF DELAWARE

OFFICE OF SECRETARY OF STATE

I, ELISHA C. DUKES, Secretary of State of the State of Delaware, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of the Certificate of Incorporation of the "TALLEY BROADCASTING CORPORATION", as received and filed in this office the ninth day of June, A. D. 1965, at 9 o'clock A. M.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Dover, this ninth day of June in the year of our Lord one thousand nine hundred and sixty-five.

 * Secretary's Office *
 * 1855 Delaware 1793 *

ELISHA C. DUKES

Secretary of State.

G. F. DOWNS

Ass't Secretary of State.

RECEIVED FOR RECORD this tenth day of June, A. D. 1965.

LEO J. DUGAN, JR.

Recorder.