



**FILED**

DEC 17 1997

SECRETARY OF THE COMMONWEALTH  
CORPORATIONS DIVISION

WHDH-TV LLC

CERTIFICATE OF ORGANIZATION

Pursuant to the provisions of the Massachusetts Limited Liability Company Act (the "Act"), the undersigned hereby certifies as follows:

1. Federal Identification Number. The federal identification number for WHDH-TV LLC is 59-6071944.

2. Name of the Limited Liability Company. The name of the limited liability company formed hereby (the "LLC") is "WHDH-TV LLC."

3. Office of the Limited Liability Company. The address of the office of the LLC in the Commonwealth of Massachusetts required to be maintained by Section 5(1) of the Act is 7 Bulfinch Place, Boston, MA 02114.

4. Business of LLC. The general character of the business of the LLC is, through subsidiaries, joint ventures or otherwise, to (a) operate one or more television stations and provide associated programming and transmission services, (b) engage in any additional acts and activities related to or incidental to the foregoing and (c) engage in any lawful act or activity for which limited liability companies may be organized under Chapter 156C of the Massachusetts General Laws.

5. Date of Dissolution. The LLC is to have no specific dissolution date.

6. Agent for Service of Process. The resident agent for service of process for the LLC is Sunbeam Management Corp., a Massachusetts corporation, with an address at 7 Bulfinch Place, Boston, MA 02114.

7. Manager. The name and business address of the manager is Sunbeam Management Corp., 7 Bulfinch Place, Boston, MA 02114.

8. Execution of Documents Relating to Real Property. The name and business address of each person who is authorized to execute, acknowledge, deliver and record any recordable instrument on behalf of the LLC purporting to affect an interest in real property, whether to be recorded with a registry of deeds or a district office of the Land Court is as follows:

<u>Name</u>	<u>Business Address</u>
Sunbeam Management Corp.	7 Bulfinch Place, Boston, MA 02114

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true, this 16th day of December, 1997.

  
Edmund N. Ansin