

U.S. Department of Commerce  
Patent and Trademark OfficeRECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

## 1. Name of conveying party(ies):

Greater Washington Radio, Inc.  
Two Kennedy Boulevard  
East Brunswick, NJ 08816 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State - Delaware  
 Other \_\_\_\_\_Additional name(s) of conveying party(ies) attached?  Yes  No

## 2. Name and Address of receiving party(ies)

Name: Greater Boston Radio, Inc.

Address: 35 Braintree Hill Office Park, Suite 300  
Braintree, Massachusetts 02184 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State - Delaware  
 Other \_\_\_\_\_If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

## 3. Nature of conveyance:

 Assignment (Confirmatory Trademark)  
 ..... Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: December 12, 2000

Recordal/Filing Date: January 18, 2001

Authentication Date: January 23, 2001

## 4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,135,752, 1,376,312  
and 2,295,516Additional numbers attached?  Yes  No

## 5. Name and address of party to whom correspondence concerning document should be mailed:

Kieran G. Doyle, Esq.  
Cowan, Liebowitz & Latman, P.C.  
1133 Avenue of the Americas  
New York, NY 10036-6799

## 6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41)..... \$ 90.00

 Enclosed  
 Any deficiency is authorized to be charged to  
 Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

## 9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Kieran G. Doyle, Esq.

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 29

Mail to: Commissioner of Patents &amp; Trademarks, Box Assignment, Washington, DC 20231

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"GREATER WASHINGTON RADIO, INC.", A DELAWARE CORPORATION, WITH AND INTO "GREATER BOSTON RADIO, INC." UNDER THE NAME OF "GREATER BOSTON RADIO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JANUARY, A.D. 2001, AT 9:10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

2090235 8100M

AUTHENTICATION: 0929266

010030565

DATE: 01-23-01  
TRADEMARK

REEL: 002782 FRAME: 0766

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:10 AM 01/18/2001  
010030565 - 2090235

AGREEMENT OF MERGER

OF

GREATER WASHINGTON RADIO, INC.  
(a Delaware corporation)

AND

GREATER BOSTON RADIO, INC.  
(a Delaware corporation)

AGREEMENT OF MERGER approved on November 30, 2000 by Greater Washington Radio, Inc., a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date, and approved on November 30, 2000 by Greater Boston Radio, Inc., a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

WHEREAS, Greater Washington Radio, Inc. is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Rd., Ste. 400 Wilmington, DE 19808, in the County of New Castle; and

WHEREAS, the total number of shares of stock which Greater Washington Radio, Inc. has authority to issue is 2,000 voting common without par value; and

WHEREAS, Greater Boston Radio, Inc. is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, Wilmington, DE, in the county of New Castle, and,

WHEREAS, the total number of shares of stock which Greater Boston Radio, Inc. has authority to issue is 1,000 voting common, par value \$.01.

WHEREAS, Greater Washington Radio, Inc. and Greater Boston Radio, Inc. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge

Greater Washington Radio, Inc. with and into Greater Boston Radio, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of Greater Washington Radio, Inc. and duly approved by a resolution adopted by the Board of Directors of Greater Boston Radio, Inc., the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Greater Washington Radio, Inc. and Greater Boston Radio, Inc. shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Greater Boston Radio, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of Greater Washington Radio, Inc., which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation, and said Certificate of Incorporation, shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be retired and cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

8. The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective shall be January 1, 2001.

JAN.18.2001. 14:27

#0407 P.011/011

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated: December 12, 2000

GREATER WASHINGTON RADIO, INC.  
(a Delaware corporation)

By Barbara Burns  
Barbara Burns, Vice President

Dated: December 12, 2000

GREATER BOSTON RADIO, INC.  
(a Delaware corporation)

By Barbara Burns  
Barbara Burns, Vice President

## GREATER BOSTON RADIO, INC.

SECRETARY'S CERTIFICATE

I, Barbara Burns, do hereby certify that I am the duly elected and qualified Secretary of Greater Boston Radio, Inc. ("the Company"), and that as such I am authorized to execute this certificate on behalf of the Company. I further certify as follows:

a. Attached hereto as Exhibits A through C are true, correct and complete copies of resolutions duly adopted by unanimous written consent of the Board of Directors of the Company, authorizing the execution of the substantially final form of an Agreement and Plan of Merger, dated as of December 12, 2000, by and between the Company and each of Greater Los Angeles Radio, Inc., Greater Michigan Radio, Inc., and Greater Washington Radio, Inc., respectively, (the "Merger Agreements") and all related transactions thereto. Such resolutions have not been amended or modified, are in full force and effect in the form adopted and are the only resolutions adopted by the Board of Directors or any committee thereof relating to the Merger Agreements.

b. Attached hereto as Exhibits D through F are true, correct and complete copies of resolutions duly adopted by written consent of the stockholder of the Company, approving the Merger Agreements and all transactions related thereto. Such resolutions have not been amended or modified, are in full force and effect in the form adopted and are the only resolutions adopted by the majority stockholder, as the majority stockholder of the Company, relating to the Merger Agreements.

IN WITNESS WHEREOF, I have hereunto signed my name this 22<sup>nd</sup> day of January, 2001.

  
Barbara Burns, Secretary

EXHIBIT A Page 1 of 3

GREATER BOSTON RADIO, INC.

\* \* \* \*

ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
WITHOUT A MEETING

\* \* \* \*

The undersigned, being all of the Directors of GREATER BOSTON RADIO, INC. (the "Company"), a corporation duly organized and validly existing under the laws of the State of Delaware, do hereby consent to the adoption of the following resolutions without a meeting pursuant to Section 141(f) of the Delaware General Corporation Law.

WHEREAS, the Directors of the Company deem it in the best interests of the Company to enter into an Agreement of Merger ("Agreement") to merge Greater Los Angeles Radio, Inc. ("GLAR"), a Delaware corporation, and to have the Company succeed to all of the rights, assets, liabilities and obligations of GLAR.

NOW, THEREFORE, be it

RESOLVED, that the form, terms and provisions of the Agreement between the Company and GLAR, be and the same hereby are approved in the form attached hereto as Exhibit A, and that the appropriate officers of the Company be, and each of them hereby is, authorized to execute and acknowledge the Agreement on behalf of the Company; and it is

FURTHER RESOLVED, that the undersigned Directors recommend that the Shareholders of the Company approve the Agreement upon its



EXHIBIT A Page 2 of 3

execution by the Company and GLAR, and that upon the Shareholders' approval of the Agreement, the appropriate officers of the Company be, and each of them hereby is, authorized and directed to file the Agreement with the appropriate governmental agencies and to execute and file with such agencies any and all other instruments and documents and to do any and all other acts and things necessary or desirable to carry out fully the terms and provisions of the Agreement; and it is

FURTHER RESOLVED, that no exchange of stock is necessary to effectuate the merger, and each of the issued and outstanding shares of the stock of GLAR shall, upon the effective date of the merger, be retired and cancelled; and it is

FURTHER RESOLVED, that the officers of the Company and any person or persons designated and authorized so to act by any officer of the Company are hereby each severally authorized to do and perform or cause to be done and performed, in the name of and on behalf of the Company, all other acts to pay or cause to be paid, on behalf of the Company, all related costs and expenses and to execute and deliver or cause to be executed and delivered such other notices, requests, demands, directions, consents, approvals, applications, agreements, instruments, supplements, amendments, further assurances or other communications of any kind, in the name of and on behalf of the Company or otherwise, as he, she or they may deem necessary or advisable or appropriate to effect the intent of the foregoing resolutions; and it is

FURTHER RESOLVED, that the acts of any officer or officers of the Company and of any person or persons designated and authorized to act by any officer of the Company, which acts would have been authorized by all of the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are

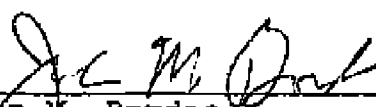
EXHIBIT A Page 3 of 3

hereby severally ratified, confirmed, approved and adopted as the acts of the Company; and it is

FURTHER RESOLVED, that the Secretary of the Company is hereby authorized and empowered to certify to the passage of the foregoing resolutions under the seal of the Company.

The executed copy of this Consent shall be filed with the minutes of the proceedings of the Board of Directors of the Company.

IN WITNESS WHEREOF, the undersigned have executed this Consent on the 30<sup>th</sup> day of November, 2000.

  
\_\_\_\_\_  
John M. Bordes


  
\_\_\_\_\_  
Barbara Burns

EXHIBIT B Page 1 of 3

## GREATER BOSTON RADIO, INC.

\* \* \* \*

ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
WITHOUT A MEETING

\* \* \* \*

The undersigned, being all of the Directors of GREATER BOSTON RADIO, INC. (the "Company"), a corporation duly organized and validly existing under the laws of the State of Delaware, do hereby consent to the adoption of the following resolutions without a meeting pursuant to Section 141(f) of the Delaware General Corporation Law.

WHEREAS, the Directors of the Company deem it in the best interests of the Company to enter into an Agreement of Merger ("Agreement") to merge Greater Michigan Radio, Inc. ("GMR"), a Delaware corporation, and to have the Company succeed to all of the rights, assets, liabilities and obligations of GMR.

NOW, THEREFORE, be it

RESOLVED, that the form, terms and provisions of the Agreement between the Company and GMR, be and the same hereby are approved in the form attached hereto as Exhibit A, and that the appropriate officers of the Company be, and each of them hereby is, authorized to execute and acknowledge the Agreement on behalf of the Company; and it is

FURTHER RESOLVED, that the undersigned Directors recommend that the Shareholders of the Company approve the Agreement upon its

EXHIBIT B Page 2 of 3

execution by the Company and GMR, and that upon the Shareholders' approval of the Agreement, the appropriate officers of the Company be, and each of them hereby is, authorized and directed to file the Agreement with the appropriate governmental agencies and to execute and file with such agencies any and all other instruments and documents and to do any and all other acts and things necessary or desirable to carry out fully the terms and provisions of the Agreement; and it is

FURTHER RESOLVED, that no exchange of stock is necessary to effectuate the merger, and each of the issued and outstanding shares of the stock of GMR shall, upon the effective date of the merger, be retired and cancelled; and it is

FURTHER RESOLVED, that the officers of the Company and any person or persons designated and authorized so to act by any officer of the Company are hereby each severally authorized to do and perform or cause to be done and performed, in the name of and on behalf of the Company, all other acts to pay or cause to be paid, on behalf of the Company, all related costs and expenses and to execute and deliver or cause to be executed and delivered such other notices, requests, demands, directions, consents, approvals, applications, agreements, instruments, supplements, amendments, further assurances or other communications of any kind, in the name of and on behalf of the Company or otherwise, as he, she or they may deem necessary or advisable or appropriate to effect the intent of the foregoing resolutions; and it is

FURTHER RESOLVED, that the acts of any officer or officers of the Company and of any person or persons designated and authorized to act by any officer of the Company, which acts would have been authorized by all of the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are


EXHIBIT B Page 3 of 3

hereby severally ratified, confirmed, approved and adopted as the acts of the Company; and it is

FURTHER RESOLVED, that the Secretary of the Company is hereby authorized and empowered to certify to the passage of the foregoing resolutions under the seal of the Company.

The executed copy of this Consent shall be filed with the minutes of the proceedings of the Board of Directors of the Company.

IN WITNESS WHEREOF, the undersigned have executed this Consent on the 30<sup>th</sup> day of November, 2000.

  
 \_\_\_\_\_  
 John M. Bordes


  
 \_\_\_\_\_  
 Barbara Burns

EXHIBIT C Page 1 of 3

## GREATER BOSTON RADIO, INC.

\* \* \* \*

ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
WITHOUT A MEETING

\* \* \* \*

The undersigned, being all of the Directors of GREATER BOSTON RADIO, INC. (the "Company"), a corporation duly organized and validly existing under the laws of the State of Delaware, do hereby consent to the adoption of the following resolutions without a meeting pursuant to Section 141(f) of the Delaware General Corporation Law.

WHEREAS, the Directors of the Company deem it in the best interests of the Company to enter into an Agreement of Merger ("Agreement") to merge Greater Washington Radio, Inc. ("GWR"), a Delaware corporation, and to have the Company succeed to all of the rights, assets, liabilities and obligations of GWR.

NOW, THEREFORE, be it

RESOLVED, that the form, terms and provisions of the Agreement between the Company and GWR, be and the same hereby are approved in the form attached hereto as Exhibit A, and that the appropriate officers of the Company be, and each of them hereby is, authorized to execute and acknowledge the Agreement on behalf of the Company; and it is

FURTHER RESOLVED, that the undersigned Directors recommend that the Shareholders of the Company approve the Agreement upon its

EXHIBIT C Page 2 of 3

execution by the Company and GWR, and that upon the Shareholders' approval of the Agreement, the appropriate officers of the Company be, and each of them hereby is, authorized and directed to file the Agreement with the appropriate governmental agencies and to execute and file with such agencies any and all other instruments and documents and to do any and all other acts and things necessary or desirable to carry out fully the terms and provisions of the Agreement; and it is

FURTHER RESOLVED, that no exchange of stock is necessary to effectuate the merger, and each of the issued and outstanding shares of the stock of GWR shall, upon the effective date of the merger, be retired and cancelled; and it is

FURTHER RESOLVED, that the officers of the Company and any person or persons designated and authorized so to act by any officer of the Company are hereby each severally authorized to do and perform or cause to be done and performed, in the name of and on behalf of the Company, all other acts to pay or cause to be paid, on behalf of the Company, all related costs and expenses and to execute and deliver or cause to be executed and delivered such other notices, requests, demands, directions, consents, approvals, applications, agreements, instruments, supplements, amendments, further assurances or other communications of any kind, in the name of and on behalf of the Company or otherwise, as he, she or they may deem necessary or advisable or appropriate to effect the intent of the foregoing resolutions; and it is

FURTHER RESOLVED, that the acts of any officer or officers of the Company and of any person or persons designated and authorized to act by any officer of the Company, which acts would have been authorized by all of the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are

EXHIBIT C Page 3 of 3

hereby severally ratified, confirmed, approved and adopted as the acts of the Company; and it is

FURTHER RESOLVED, that the Secretary of the Company is hereby authorized and empowered to certify to the passage of the foregoing resolutions under the seal of the Company.

The executed copy of this Consent shall be filed with the minutes of the proceedings of the Board of Directors of the Company.

IN WITNESS WHEREOF, the undersigned have executed this Consent on the 30<sup>th</sup> day of November, 2000.



John M. Bordes



Barbara Burns



EXHIBIT D Page 1 of 2

## GREATER BOSTON RADIO, INC.

\* \* \* \*

ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE SHAREHOLDERS  
WITHOUT A MEETING

\* \* \* \*

The undersigned, being all of the Shareholders of GREATER BOSTON RADIO, INC., (the "Company"), a corporation duly organized and validly existing under the laws of the State of Delaware, do hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 228(a) of the Delaware General Corporation Law.

WHEREAS, the Board of Directors of the Company has approved and caused to be executed an Agreement of Merger (the "Agreement") between Greater Los Angeles Radio, Inc. ("GLAR") and the Company and has submitted the Agreement to the undersigned for approval, and has recommended that said Agreement be approved by the undersigned,

RESOLVED, that the form, terms and provisions of the Agreement in the form provided to the Board of Directors, be, and the same hereby are approved, and that the undersigned authorizes and directs the Company to file the Agreement with the appropriate governmental agencies and to execute and file with such agencies any and all other instruments and documents and to do any and all other acts and things necessary or appropriate to carry out fully the terms and provisions of the Agreement; and it is

FURTHER RESOLVED, that each issued and outstanding share of the stock of GLAR shall, upon the effective date of the merger, be retired and cancelled; and it is

FURTHER RESOLVED, that the officers and directors of the Company are authorized and directed to do such acts and things and to execute, acknowledge and deliver all such instruments and documents as they shall deem to be necessary or appropriate to carry out the intent of the above resolutions.

The executed copy of this Consent shall be filed with the minutes of the proceedings of the Shareholders of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Consent on the 30<sup>th</sup> day of November, 2000.

GREATER MEDIA RADIO, INC.

By:

Barbara Burns  
Barbara Burns, Vice President

GREATER BOSTON RADIO, INC.

\* \* \* \*

ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE SHAREHOLDERS  
WITHOUT A MEETING

\* \* \* \*

The undersigned, being all of the Shareholders of GREATER BOSTON RADIO, INC., (the "Company"), a corporation duly organized and validly existing under the laws of the State of Delaware, do hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 228(a) of the Delaware General Corporation Law.

WHEREAS, the Board of Directors of the Company has approved and caused to be executed an Agreement of Merger (the "Agreement") between Greater Michigan Radio, Inc. ("GMR") and the Company and has submitted the Agreement to the undersigned for approval, and has recommended that said Agreement be approved by the undersigned.

RESOLVED, that the form, terms and provisions of the Agreement in the form provided to the Board of Directors, be, and the same hereby are approved, and that the undersigned authorizes and directs the Company to file the Agreement with the appropriate governmental agencies and to execute and file with such agencies any and all other instruments and documents and to do any and all other acts and things necessary or appropriate to carry out fully the terms and provisions of the Agreement; and it is

FURTHER RESOLVED, that each issued and outstanding share of the stock of GMR shall, upon the effective date of the merger, be retired and cancelled; and it is

FURTHER RESOLVED, that the officers and directors of the Company are authorized and directed to do such acts and things and to execute, acknowledge and deliver all such instruments and documents as they shall deem to be necessary or appropriate to carry out the intent of the above resolutions.

The executed copy of this Consent shall be filed with the minutes of the proceedings of the Shareholders of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Consent on the 30<sup>th</sup> day of November, 2000.

GREATER MEDIA RADIO, INC.

By: Barbara Burns  
Barbara Burns, Vice President.

GREATER BOSTON RADIO, INC.

\* \* \* \*

ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE SHAREHOLDERS  
WITHOUT A MEETING

\* \* \* \*

The undersigned, being all of the Shareholders of GREATER BOSTON RADIO, INC., (the "Company"), a corporation duly organized and validly existing under the laws of the State of Delaware, do hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 228(a) of the Delaware General Corporation Law.

WHEREAS, the Board of Directors of the Company has approved and caused to be executed an Agreement of Merger (the "Agreement") between Greater Washington Radio, Inc. ("GWR") and the Company and has submitted the Agreement to the undersigned for approval, and has recommended that said Agreement be approved by the undersigned.

RESOLVED, that the form, terms and provisions of the Agreement in the form provided to the Board of Directors, be, and the same hereby are approved, and that the undersigned authorizes and directs the Company to file the Agreement with the appropriate governmental agencies and to execute and file with such agencies any and all other instruments and documents and to do any and all other acts and things necessary or appropriate to carry out fully the terms and provisions of the Agreement; and it is

FURTHER RESOLVED, that each issued and outstanding share of the stock of GWR shall, upon the effective date of the merger, be retired and cancelled; and it is


FURTHER RESOLVED, that the officers and directors of the Company are authorized and directed to do such acts and things and to execute, acknowledge and deliver all such instruments and documents as they shall deem to be necessary or appropriate to carry out the intent of the above resolutions.

The executed copy of this Consent shall be filed with the minutes of the proceedings of the Shareholders of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Consent on the 30<sup>th</sup> day of November, 2000.

GREATER MEDIA RADIO, INC.

By:

  
Barbara Burns, Vice President

## GREATER WASHINGTON RADIO, INC.

SECRETARY'S CERTIFICATE

I, Barbara Burns, do hereby certify that I am the duly elected and qualified Secretary of Greater Washington Radio, Inc. ("the Company"), and that as such I am authorized to execute this certificate on behalf of the Company. I further certify as follows:

a. Attached hereto as Exhibit A is a true, correct and complete copy of resolutions duly adopted by unanimous written consent of the Board of Directors, authorizing the execution of the substantially final form of the Agreement and Plan of Merger, dated as of December 12, 2000, by and between Greater Boston Radio, Inc. and the Company (the "Merger Agreement") and all related transactions thereto. Such resolutions have not been amended or modified, are in full force and effect in the form adopted and are the only resolutions adopted by the Board of Directors or any committee thereof relating to the Merger Agreement or the Asset Purchase Agreement.

b. Attached hereto as Exhibit B is a true, correct and complete copy of resolutions duly adopted by written consent of the stockholder of the Company, approving the Merger Agreement and all transactions related thereto. Such resolutions have not been amended or modified, are in full force and effect in the form adopted and are the only resolutions adopted by the majority stockholder, as the majority stockholder of the Company, relating to the Merger Agreement or the Asset Purchase Agreement.

IN WITNESS WHEREOF, I have hereunto signed my name this 19<sup>th</sup> day of January, 2001.

  
Barbara Burns, Secretary

EXHIBIT A

GREATER WASHINGTON RADIO, INC.

\* \* \* \*

ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
WITHOUT A MEETING

\* \* \* \*

The undersigned, being all of the Directors of GREATER WASHINGTON RADIO, INC. (the "Company"), a corporation duly organized and validly existing under the laws of the State of Delaware, do hereby consent to the adoption of the following resolutions without a meeting pursuant to Section 141(f) of the Delaware General Corporation Law.

WHEREAS, the Directors of the Company deem it in the best interests of the Company to enter into an Agreement of Merger ("Agreement") to merge the Company with and into Greater Boston Radio, Inc. ("GBR"), a Delaware corporation, and to have GBR succeed to all of the rights, assets, liabilities and obligations of the Company.

NOW, THEREFORE, be it

RESOLVED, that the form, terms and provisions of the Agreement between the Company and GBR, be and the same hereby are approved in the form attached hereto as Exhibit A, and that the appropriate officers of the Company be, and each of them hereby is, authorized to execute and acknowledge the Agreement on behalf of the Company; and it is



FURTHER RESOLVED, that the undersigned Directors recommend that the Shareholders of the Company approve the Agreement upon its execution by the Company and GER, and that upon the Shareholders' approval of the Agreement, the appropriate officers of the Company be, and each of them hereby is, authorized and directed to file the Agreement with the appropriate governmental agencies and to execute and file with such agencies any and all other instruments and documents and to do any and all other acts and things necessary or desirable to carry out fully the terms and provisions of the Agreement; and it is

FURTHER RESOLVED, that no exchange of stock is necessary to effectuate the merger, and each of the issued and outstanding shares of the stock of the Company shall, upon the effective date of the merger, be retired and cancelled; and it is

FURTHER RESOLVED, that the officers of the Company and any person or persons designated and authorized so to act by any officer of the Company are hereby each severally authorized to do and perform or cause to be done and performed, in the name of and on behalf of the Company, all other acts to pay or cause to be paid, on behalf of the Company, all related costs and expenses and to execute and deliver or cause to be executed and delivered such other notices, requests, demands, directions, consents, approvals, applications, agreements, instruments, supplements, amendments, further assurances or other communications of any kind, in the name of and on behalf of the Company or otherwise, as he, she or they may deem necessary or advisable or appropriate to effect the intent of the foregoing resolutions; and it is

FURTHER RESOLVED, that the acts of any officer or officers of the Company and of any person or persons designated and authorized to act by any officer of the Company, which acts would have been authorized by all of the foregoing

resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as the acts of the Company; and it is

FURTHER RESOLVED, that the Secretary of the Company is hereby authorized and empowered to certify to the passage of the foregoing resolutions under the seal of the Company.

The executed copy of this Consent shall be filed with the minutes of the proceedings of the Board of Directors of the Company.

IN WITNESS WHEREOF, the undersigned have executed this Consent on the 30<sup>th</sup> day of November, 2000.

  
\_\_\_\_\_  
John M. Bordes

  
\_\_\_\_\_  
Barbara Burns

EXHIBIT B

GREATER WASHINGTON RADIO, INC.

\* \* \* \*

ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE SHAREHOLDERS  
WITHOUT A MEETING

\* \* \* \*

The undersigned, being all of the Shareholders of GREATER WASHINGTON RADIO, INC., (the "Company"), a corporation duly organized and validly existing under the laws of the State of Delaware, do hereby consent to the adoption of the following resolutions without a meeting, pursuant to Section 228(a) of the Delaware General Corporation Law.

WHEREAS, the Board of Directors of the Company has approved and caused to be executed an Agreement of Merger (the "Agreement") between Greater Boston Radio, Inc. ("GBR") and the Company and has submitted the Agreement to the undersigned for approval, and has recommended that said Agreement be approved by the undersigned.

RESOLVED, that the form, terms and provisions of the Agreement in the form provided to the Board of Directors, be, and the same hereby are approved, and that the undersigned authorizes and directs the Company to file the Agreement with the appropriate governmental agencies and to execute and file with such agencies any and all other instruments and documents and to do any and all other acts and things necessary or appropriate to carry out fully the terms and provisions of the Agreement; and it is

FURTHER RESOLVED, that each issued and outstanding share of the stock of the Company shall, upon the effective date of the merger, be retired and cancelled; and it is

FURTHER RESOLVED, that the officers and directors of the Company are authorized and directed to do such acts and things and to execute, acknowledge and deliver all such instruments and documents as they shall deem to be necessary or appropriate to carry out the intent of the above resolutions.

The executed copy of this Consent shall be filed with the minutes of the proceedings of the shareholders of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Consent on the 30<sup>th</sup> day of November, 2000.

GREATER MEDIA RADIO, INC.

By: Barbara Burns  
Barbara Burns, Vice President