



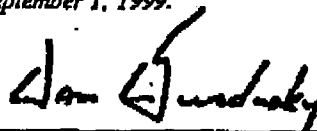
*State of Maine**Department of the Secretary of State*

*I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, amendment, and dissolution of corporations.*

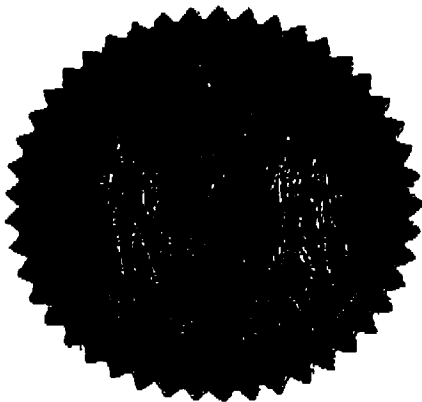
*I further certify that FULLER-JEFFREY RADIO OF NEW ENGLAND, INC., formerly FULLER-JEFFREY BROADCASTING CORPORATION OF NEW ENGLAND was a duly organized corporation under the Laws of the State of Maine and that the date of incorporation was April 14, 1986.*

*I further certify that the records in the Department of the Secretary of State indicate that Articles of Merger of FULLER-JEFFREY RADIO OF NEW ENGLAND, INC. a Maine corporation, into FULLER-JEFFREY BROADCASTING COMPANIES, INC., a Maine corporation, was filed and effective September 1, 1999 and that the survivor of said merger is FULLER-JEFFREY BROADCASTING COMPANIES, INC.*

*In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed, given under my hand at Augusta, September 1, 1999.*



**DAN GWADOSKY**  
*Secretary of State*

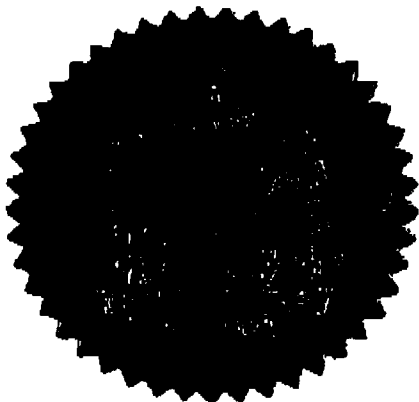


# State of Maine



## Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and that the paper to which this is attached is a true copy from the records of this Department.



In Testimony Whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, September 1, 1999.

A handwritten signature in black ink that reads "Dan Gwadosky".

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DAN A. GWADOSKY  
SECRETARY OF STATE

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Fee Paid \$ 80  
DCN 1992441400016 MERG  
FILED & EFF  
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STATE OF MAINE  
ARTICLES OF MERGER

Fuller-Jeffrey Radio of New England, Inc.

(Subsidiary, A Maine Corporation)

*Julia R. Lyons*  
Deputy Secretary of State

INTO

A True Copy When Attested By Signature

Fuller-Jeffrey Broadcasting Companies, Inc.  
(Parent, A Maine Corporation)

Deputy Secretary of State

Pursuant to 13-A MRSA §904, the undersigned corporation adopts the following Articles of Merger:

FIRST: Fuller-Jeffrey Broadcasting Companies, Inc.  
herein referred to as the parent corporation, is a corporation organized under the laws of the State of Maine and  
owning at least 90% of the outstanding shares of each class of Fuller-Jeffrey Radio of  
New England, Inc.  
a corporation organized under the laws of the State of Maine and herein referred to as the subsidiary corporation.

SECOND: The plan of merger set forth in Exhibit A attached hereto was approved by the Board of Directors of the  
undersigned parent corporation as the surviving corporation in the manner prescribed by the Maine Business  
Corporation Act.

THIRD: The number of outstanding shares of each class of the participating subsidiary corporation and the number of shares  
of each class owned by the parent, surviving corporation are as follows:

<u>Name of Subsidiary Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number and Per Cent of Shares Owned by Surviving Parent</u>
Fuller-Jeffrey Radio of New England, Inc.	4,500	N/A	4,500 shares, 100%

FOURTH: The date of the mailing to each shareholder of the subsidiary corporation of a copy of the plan of merger is  
N/A

FIFTH: Effective date of the merger (if other than date of filing of Articles) is upon filing

(Not to exceed 60 days from date of filing of the Articles)

High, 245 Commercial Street, P.O. Box 9781, Portland, ME 04104

(street, city, state and zip code)

The address of the registered office of the subsidiary corporation in the State of Maine is Michael E. High  
245 Commercial Street, P.O. Box 9781, Portland, ME 04104

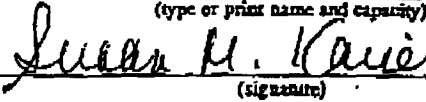
(street, city, state and zip code)

DATED August 31, 1999

Fuller-Jeffrey Broadcasting Companies, Inc.  
(subsidiary corporation)

\*By   
(signature)

D. Robert Proffitt, President  
(type or print name and capacity)

\*By   
(signature)

Susan M. Kaiser, Secretary  
(type or print name and capacity)

NOTE: 13-A MRSA §904 does not allow amendments to the Articles of Incorporation.

\*This document **MUST** be signed by (1) the Clerk OR (2) the President or a vice-president *and* the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if there are no such officers, then a majority of the Directors or such directors as may be designated by a majority of directors then in office OR (4) if there are no such directors, then the Holdes, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the Holdes of all of the outstanding shares of the corporation.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,  
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101

EXHIBIT A

PLAN OF MERGER  
OF  
FULLER-JEFFREY RADIO OF NEW ENGLAND, INC.  
AND  
FULLER-JEFFREY BROADCASTING COMPANIES, INC.

PLAN OF MERGER approved on August 31, 1999 by the Board of Directors of Fuller-Jeffrey Broadcasting Companies, Inc., a business corporation organized under the laws of the State of Maine ("Fuller").

FIRST: Fuller-Jeffrey Radio of New England, a business corporation organized under the laws of the State of Maine ("New England Sub") shall, pursuant to the provisions of the Maine Business Corporation Act, be merged with and into its sole shareholder, Fuller, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Fuller-Jeffrey Broadcasting Companies, Inc. pursuant to the provisions of the Maine Business Corporation Act. The separate existence of New England Sub, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon such effective date in accordance with the provisions of the Maine Business Corporation Act.

SECOND: The bylaws of Fuller as in force and effect upon the effective date of the merger in the State of Maine shall be the bylaws of the surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Maine Business Corporation Act.

THIRD: The directors and officers in office of Fuller upon the effective date of the merger in the State of Maine shall be the members of the Board of Directors and the 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 bylaws of the surviving corporation.

FOURTH: Each issued share of New England Sub shall, upon the effective date of the merger, be cancelled. In connection with this merger, the issued shares of Fuller shall not be

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documents prescribed by the laws of the State of Maine, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

**SEVENTH:** The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 Plan of Merger or of the merger herein provided for.

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