

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANIES**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is

FM LICENSES, LLC

and the name of the limited liability company being merged into this surviving limited liability company is KEYMARKET COMMUNICATIONS, LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies.

THIRD: The name of the surviving limited liability company is

FM LICENSES, LLC

FOURTH: The merger is to become effective on 12-31-14, 12:00 a.m. midnight E.S.T.

FIFTH: The Agreement of Merger is on file at an office of the surviving limited liability company located at One Forever Drive, Hollidaysburg, Pennsylvania 16648.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent limited liability companies.

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized person, the _____ day of _____, A.D., 2014.

By: _____
Authorized Person

Name: _____
Print or Type

Title: _____

PLAN OF MERGER

BETWEEN

FM LICENSES, LLC
(A Delaware Limited Liability Company)

AND

KEYMARKET COMMUNICATIONS, LLC
(A Delaware Limited Liability Company)

The Plan of Merger between KEYMARKET COMMUNICATIONS, LLC ("KEYMARKET"), and FM LICENSES, LLC (formerly prior to name change Forever Licenses, LLC) ("FM LICENSES") is as follows:

1. Merger. On the Merger Date, as hereinafter defined, KEYMARKET shall be merged with and into FM LICENSES and KEYMARKET shall cease to exist as a separate entity (the "Merger"). KEYMARKET and FM LICENSES shall thereupon become a single limited liability company which shall continue its existence as a Delaware limited liability company, possessing, without further act or deed, all of the rights, privileges, immunities, franchises and properties of both of the merging entities. All property, real, personal and mixed of either merging entities shall be deemed to be vested in FM LICENSES, the surviving limited liability company without further act or deed, and the title to any real estate, or interest therein, vested in either of the merging entities shall not revert or be in any way impaired by reason of the Merger, and FM LICENSES, the surviving limited liability company shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the merging entities.

Neither the rights of creditors nor any liens upon the property of either of the merging entities shall be impaired by the Merger.

2. Name. On and as of the Merger Date, the name of the surviving corporation shall be FM LICENSES, LLC.

3. Certificate of Organization. The Certificate of Organization of FM LICENSES, as in effect immediately prior to the Merger, shall remain in effect until amended. The Operating Agreement of FM LICENSES as in effect immediately prior to the Merger shall become the Operating Agreement of the surviving limited liability company and shall remain in effect until amended.

4. KEYMARKET Pre-Merger. Prior to the Merger, ownership of KEYMARKET is as follows:

| | |
|-----------------------|-----|
| JSA Irrevocable Trust | 45% |
| JMC Irrevocable Trust | 45% |
| Lynn A. Deppen | 10% |

5. FM LICENSES Pre-Merger. Prior to the Merger, ownership of FM LICENSES is as follows:

| | |
|-------------------|-----|
| ALT DYNASTY TRUST | 40% |
| KEC GRAT | 40% |
| Carol Logan | 15% |
| Lynn A. Deppen | 5% |

6. FM LICENSES Post-Merger. Upon consummation of the Merger, the ownership interests of KEYMARKET will be converted to ownership interests of FM LICENSES, and ownership of FM LICENSES will be as follows:

| | |
|-----------------------|-----|
| ALT DYNASTY TRUST | 6% |
| JSA Irrevocable Trust | 34% |
| KEC GRAT | 22% |
| JMC Irrevocable Trust | 18% |
| Carol B. Logan | 10% |
| Lynn A. Deppen | 10% |

7. Abandonment. At any time prior to the Merger Date, the Merger may be abandoned by written mutual agreement of the parties hereto.

8. Location of Plan. A copy of the executed Plan of Merger is on file at One FM LICENSES Drive, Hollidaysburg, Pennsylvania 16648, a place of business of FM LICENSES.

9. Copy of Plan. A copy of the Plan of Merger will be furnished by FM LICENSES, on request and without cost, to any member of KEYMARKET or Shareholder of FM LICENSES.

10. Merger Date. The Merger Date shall be effective as of December 31, 2014, 12:00 a.m. midnight Eastern Standard Time.

(SIGNATURE PAGE TO FOLLOW)

IN WITNESS WHEREOF, KEYMARKET and FM LICENSES have caused this
Plan of Merger to be duly executed, this _____ day of _____, 2014.

KEYMARKET COMMUNICATIONS, LLC

BY: _____

AS ITS AUTHORIZED MEMBER

FM LICENSES, INC.

BY: _____

AS ITS AUTHORIZED MEMBER