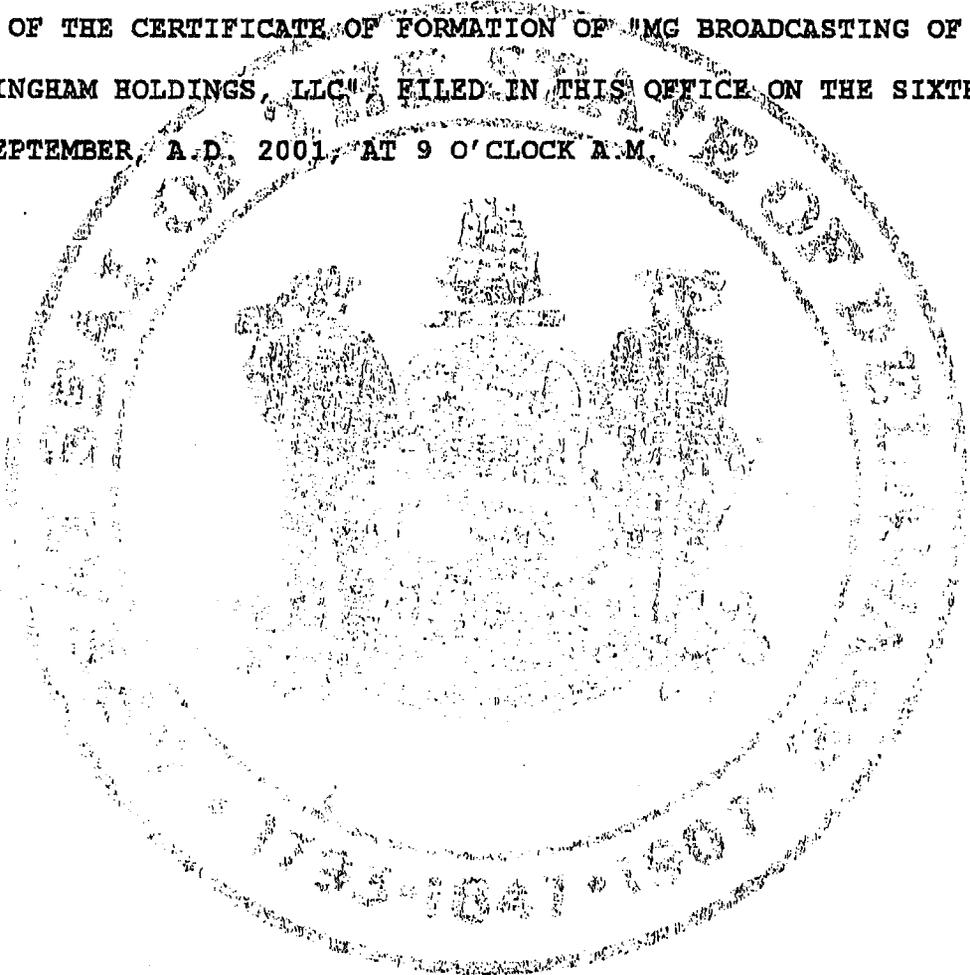


State of Delaware
Office of the Secretary of State PAGE 1

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 FORMATION OF "MG BROADCASTING OF BIRMINGHAM HOLDINGS, LLC" FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3433591 8100

AUTHENTICATION: 1332309

010442905

DATE: 09-07-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/06/2001
010442905 - 3433591

CERTIFICATE OF FORMATION

OF

MG BROADCASTING OF BIRMINGHAM HOLDINGS, LLC

1. NAME

The name of the limited liability company is MG Broadcasting of Birmingham Holdings, LLC (the "LLC").

2. REGISTERED OFFICE AND AGENT

The address of the LLC's registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, Delaware 19808. The name of the LLC's registered agent at such address is Corporation Service Company.

3. AUTHORIZED PERSON

The name and address of the authorized person is Wanda López, 1200 New Hampshire Avenue, N.W., Suite 800, Washington, D.C. 20036. The powers of the authorized person shall terminate upon filing of this Certificate of Formation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of MG Broadcasting of Birmingham Holdings, LLC, this 6th day of September, 2001.

By: Wanda López
Wanda López
Authorized Person