State of Delaware
Secretary of State
Division of Corporations
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SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF ENTRAVISION COMMUNICATIONS CORPORATION

Entravision Communications Corporation, a corporation organized and existing under and by virtue of the provisions of the Delaware General Corporation Law, does hereby certify:

FIRST: That the name of the corporation is Entravision Communications Corporation and that the corporation was originally incorporated on February 11, 2000 under the name "Entravision Communications Corporation."

SECOND: That the Board of Directors duly adopted resolutions proposing to amend and restate the First Restated Certificate of Incorporation of the corporation filed with the Delaware Secretary of State on July 27, 2000, declaring said amendment and restatement to be advisable and in the best interests of the corporation, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the First Restated Certificate of Incorporation of the corporation be amended and restated in its entirety as follows:

ARTICLE 1.

The name of the corporation is Entravision Communications Corporation.

ARTICLE 2.

The address of the registered office of the corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE 4.

4.1. Classes of Stock. The corporation shall have the authority to issue 340,000,000 shares of common stock, par value $0.0001 per share, divided into the following classes: (i) 260,000,000 shares of Class A Common Stock (the "Class A Common Stock"); (ii) 40,000,000 shares of Class B Common Stock (the "Class B

Common Stock"); and (iii) 40,000,000 shares of Class U Common Stock (the "Class U Common Stock"). The corporation shall also have the authority to issue 50,000,000 shares of Preferred Stock, par value $0.0001 per share (the "Preferred Stock").

4.2. Certain Definitions. As used in this Second Amended and Restated Certificate of Incorporation, the following terms have the meanings indicated:

"Affiliate" means any person or entity directly or indirectly controlling or controlled by or under direct or indirect common control with another Person (as defined below).

"Board" means the Board of Directors of the corporation.

"Class B Holder(s)" means Walter F. Ulloa, Philip C. Wilkinson or Paul A. Zevnik, or any Permitted Transferee (as defined below) of Walter F. Ulloa, Philip C. Wilkinson or Paul A. Zevnik (hereinafter each of such individuals and his respective Permitted Transferee(s) is referred to as "Ulloa," "Wilkinson" and "Zevnik," respectively).

"Class B Required Amount" means, in the case of each Class B Holder, a number of shares equal to thirty percent (30%) of the Class B Base Amount. The Class B Base Amount shall be equal to 11,489,365 shares of Class B Common Stock with respect to Ulloa, 11,489,365 shares of Class B Common Stock with respect to Wilkinson and 4,699,803 shares of Class B Common Stock with respect to Zevnik, which shall be increased to give effect to stock dividends and stock splits and shall be decreased to give effect to reverse stock splits and repurchases by the corporation of the Class B Common Stock approved by the Board in accordance with the bylaws.

"Communications Act" means the Communications Act of 1934, and the rules, regulations, decisions and written policies of the Federal Communications Commission (the "FCC") thereunder (as the same may be amended from time to time).

"Permitted Transferee" means: (i) any entity all of the equity (other than directors' qualifying shares) of which is directly or indirectly owned by the transferor that is not an Affiliate of any other Person; (ii) in the case of a transferor who is an individual, (a) such transferor's spouse, lineal descendants, adopted children and minor children supported by such transferor, (b) any trustee of any trust created primarily for the benefit of any) or some of or all of such spouse or lineal descendants (but which may include beneficiaries that are charities) or any revocable trust created by such transferor, (c) the transferor, in the case of a transfer from any "Permitted Transferee" back to its transferor and (d) any entity all of the equity of which is directly or indirectly owned by any of the foregoing which is not an Affiliate of any Person other than the Persons described in clauses

(a) through (c) above; and (iii) in the case of a Class B Holder, any other Class B Holder.

"Person" means any individual, a corporation, a partnership, an association, a limited liability company or a trust.

"Transfer" means any direct or indirect sale, pledge, hypothecation, voluntary or involuntary, and whether by merger or other operation of law other than a bona fide pledge of shares to secure financing; provided that a foreclosure on such pledged shares shall constitute a Transfer.

"Univision" means Univision Communications Inc.

4.3. Class A and Class B Common Stock. Except as otherwise provided by law or by this Second Amended and Restated Certificate of Incorporation, each of the shares of Class A and Class B Common Stock shall be identical in all respects, including with respect to dividends and upon liquidation.

(a) Stock Dividends; Stock Splits.

(i) A dividend of Class A or Class B Common Stock on any share of such common stock shall be declared and paid only in an equal per share amount on the then outstanding shares of each class of such common stock and only in shares of the same class of such common stock as the shares on which the dividend is being declared and paid. For example, if and when a dividend of Class A Common Stock is declared and paid to the then outstanding shares of common stock: (i) the dividend of Class A Common Stock shall be paid solely to the outstanding shares of Class A Common Stock; and (ii) a dividend of Class B Common Stock shall similarly be declared and paid in an equal per share amount solely to the then outstanding shares of Class B Common Stock.

(ii) If the corporation shall in any manner subdivide or combine, or make a rights offering with respect to, the outstanding shares of Class A Common Stock, the outstanding shares of Class B Common Stock shall be proportionally subdivided or combined, or a rights offering shall be made, in the same manner and on the same basis as the outstanding shares of Class A Common Stock that have been subdivided or combined or made subject to a rights offering. If the corporation shall in any manner subdivide or combine, or make a rights offering with respect to, the outstanding shares of Class B Common Stock, the outstanding shares of Class A Common Stock shall be proportionally subdivided or combined, or a rights offering shall be made, in the same manner and on the same basis as the outstanding shares of Class B Common Stock that have been subdivided or combined or made subject to a rights offering.

(b) Voting Rights.

(i) The holders of the Class A Common Stock shall have one (1) vote for each share held; the holders of the Class B Common Stock shall have ten (10) votes for each share held.

(ii) Members of the Board shall be elected as set forth in Section 4.6 below.

(c) Conversion Rights.

(i) Voluntary Conversion. Each share of Class B Common Stock shall be convertible into one fully paid and non-assessable share of Class A Common Stock at any time at the option of the holder thereof.

(ii) Class B Automatic Conversion. Each share of Class B Common Stock shall convert automatically into one (1) fully paid and non-assessable share of Class A Common Stock upon its Transfer to any party other than a Permitted Transferee of the holder thereof. Each share of Class B Common Stock held by a Class B Holder or his respective Permitted Transferee(s) shall convert automatically into one (1) fully paid and non-assessable share of Class A Common Stock (i) upon the death of such Class B Holder, (ii) when such Class B Holder is no longer actively involved in the business of the corporation or (iii) if such Class B Holder (or his Permitted Transferee(s)) owns less than the Class B Required Amount. Each share of Class B Common Stock shall automatically convert into one (1) fully paid and non-assessable share of Class A Common Stock (i) upon the death of the second to die of Ulloa and Wilkinson or (ii) when the second of Ulloa and Wilkinson ceases to be actively involved in the business of the corporation.

(iii) Unconverted Shares. If less than all of the shares of Class B Common Stock are converted pursuant to subparagraphs (i) or (ii) above, and such shares are evidenced by a certificate surrendered to the corporation in accordance with the procedures as the Board may determine, representing shares in excess of the shares being converted, the corporation shall execute and deliver to or upon the written order of the holder of such certificate, without charge to the holder, a new certificate evidencing the number of shares of Class B Common Stock not converted.

(iv) Reservation. The corporation hereby reserves and shall at all times reserve and keep available, out of its authorized and unissued shares of Class A Common Stock, to effect conversions, such number of duly authorized shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class B Common Stock. The corporation covenants that all of the shares of Class A Common Stock so issuable shall, when so

issued, be duly and validly issued, fully paid and non-assessable, and free from liens and charges with respect to the issue. The corporation will take all such action as may be necessary to assure that all such shares of Class A Common Stock may be so issued without violation of any applicable law or regulation.

(d) Elimination of Class Rights for Class B Common Stock. Upon the occurrence of a Class B Voting Election, the rights of the Class B Holders to vote as a separate class with respect to any matter (except as required by law) shall cease and be eliminated. The "Class B Voting Election" shall be conclusively deemed to have occurred upon receipt by the Secretary of the corporation of a written consent signed by the record holders of a majority of the outstanding shares of Class B Common Stock electing to eliminate the voting rights of the Class B Common Stock as provided in the preceding sentence and such election shall be irrevocable. Additionally, if at any time any of the Class B Holders own less than the Class B Required Amount (a "Class B Voting Event," and together with a Class B Voting Election, a "Class B Voting Conversion"), the rights of such Class B Holder(s) to vote as a separate class with respect to any matter (except as required by law) shall cease and be eliminated. From and after a Class B Voting Conversion, such Class B Holder(s) shall vote together as a class with the holders of the Class A Common Stock, except as required by law.

4.4 Class U Common Stock.

(a) Liquidation, Dividends and Distributions. Except as otherwise provided by law or by this Second Amended and Restated Certificate of Incorporation, each of the shares of Class U Common Stock shall be treated in an identical manner in all respects, including with respect to dividends and treatment upon liquidation, to shares of Class A Common Stock.

(b) Stock Dividends; Stock Splits.

(i) A dividend of Class A or Class U Common Stock on any share of such common stock shall be declared and paid only in an equal per share amount on the then outstanding shares of each class of such common stock and only in shares of the same class of such common stock as the shares on which the dividend is being declared and paid. For example, if and when a dividend of Class A Common Stock is declared and paid to the then outstanding shares of common stock: (i) the dividend of Class A Common Stock shall be paid solely to the outstanding shares of Class A Common Stock; and (ii) a dividend of Class U Common Stock shall similarly be declared and paid in an equal per share amount solely to the then outstanding shares of Class U Common Stock.

(ii) If the corporation shall in any manner subdivide or combine, or make a rights offering with respect to, the outstanding shares of Class A Common Stock, the outstanding shares of Class U Common Stock shall be