

LOCALONE TV, L.P.

CERTIFICATE OF PARTNERSHIP RESOLUTIONS

THE STATE OF TEXAS)
) **KNOW BY ALL THESE PRESENTS:**
COUNTY OF DALLAS)

That, the undersigned, Rodriguez Operating, Inc., being the sole current general partner of LocalOne TV, L.P., a Texas limited partnership (the "Partnership") and New World Operating, LLC., a Texas limited liability company, being the successor general partner of the Partnership, do hereby certify and confirm that the following is a true and correct copy of certain partnership resolutions duly adopted and approved by the Partnership at a duly constituted meeting of the Partners on December 24, 2002 at which meeting all of the Partners were deemed present:

Change of General Partner

WHEREAS, as of the date hereof, Rodriguez Operating, Inc. ("ROI"), a Texas corporation, is the sole general partner of LocalOne TV, L.P., a Texas limited partnership (the "Partnership");

WHEREAS, the Partnership owns or operates one or more low power or Class A television stations, and as such is subject to the jurisdiction of the Federal Communications Commission (the "FCC") in connection with the ownership and operation of such television stations;

WHEREAS, ROI desires to withdraw as the general partner of the Partnership;

WHEREAS, Section 8.2 of the Agreement of Limited Partnership of the Partnership (the "Partnership Agreement") provides that the general partner may withdraw from the Partnership provided that a successor general partner has agreed in writing to serve as the general partner of the Partnership and has agreed to assume all obligations of general partner;

WHEREAS, ROI has submitted its withdrawal as the general partner of the Partnership, subject to obtaining the prior approval of the FCC as to the change of control of the television stations owned or operated by the Partnership;

WHEREAS, the pertinent provisions of the Partnership Agreement provides that a successor general partner may be appointed by the action of all of the remaining Partners of the Partnership;

WHEREAS, New World Operating, LLC. ("NWO"), a Texas limited liability company duly authorized to transact business in the State of Texas, has offered to serve as general partner of the Partnership and has agreed to assume all the obligations of general partner, including all

liabilities and obligations pertaining to the television stations owned or operated by the Partnership; and

WHEREAS, the Partners desire to designate and appoint NWO as the sole general partner of the Partnership, subject to obtaining any approval thereof from the FCC;

NOW THEREFORE, BE IT RESOLVED, that the resignation and withdrawal of ROI as the sole general partner of the Partnership be, and it is hereby accepted, subject to obtaining the necessary approval of the FCC as to the change of control of the television stations owned or operated by the Partnership;

RESOLVED FURTHER, that NWO be, and it is hereby, appointed and elected as the sole general partner of the Partnership, subject to obtaining any required approval thereof from the FCC as to the change of control of the television stations owned or operated by the Partnership;

RESOLVED FURTHER, that upon receipt of any required approval from the FCC as to the change in the general partner of the Partnership, the general partner of the Partnership be, and it is hereby, authorized, empowered and directed to file an appropriate Certificate of Amendment to the Certificate of Limited Partnership of the Partnership with the Secretary of State of the State of Texas to reflect the change in the name of general partner of the Partnership from ROI to NWO;

RESOLVED FURTHER, that each of the officers of the general partner of the Partnership be, and such officers are hereby, authorized, empowered and directed, to prepare, execute and file any and all applications with the FCC necessary to reflect a change of control of the Partnership and the television stations owned or operated by the Partnership;

RESOLVED FURTHER, that each of the officers of the general partner of the Partnership, acting in the name and on behalf of the Partnership be, and each is hereby, severally authorized, empowered and directed to take or cause to be take all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further instruments in the name and on behalf of the Partnership as in their judgment shall be necessary, desirable or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, ROI in its capacity as the current sole general partner of the Partnership and NWO in its capacity as the successor sole general partner of the Partnership execute this Certificate as of the 24th day of December, 2002.

RODRIGUEZ OPERATING, INC.

NEW WORLD OPERATING, LLC

By: _____
CHARLES J. BROOKS,
President

By: _____
JAMES L. ANDERSON,
President