

**RESOLUTION OF THE BOARD OF DIRECTORS**  
**KING CITY COMMUNICATIONS CORPORATION**  
**A California Corporation**

**WHEREAS**, this corporation owns 100 percent of the outstanding shares of RADIO DEL REY, INC., a California corporation; and

**WHEREAS**, it is deemed in the best interest of this corporation to effect a merger of RADIO DEL REY, INC, into this corporation; now, therefore, it is

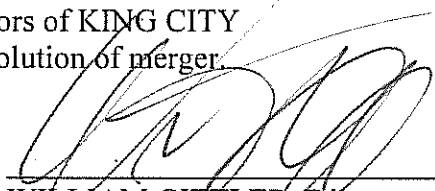
**RESOLVED**, that RADIO DEL REY, INC. be merged into this corporation pursuant to *Section 1110 of the California Corporations Code* and

**RESOLVED FURTHER**, that the officers of this corporation are hereby directed to do all acts and to execute, verify, and file all documents necessary to effectuate the merger into this corporation pursuant to *Section 1110 of the California Corporations Code* of RADIO DEL REY, INC.; and

**RESOLVED FURTHER**, that this corporation merge RADIO DEL REY, INC., a California corporation wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to California Corporations Code section 1110; and

**RESOLVED FURTHER**, that the Board of Directors of KING CITY COMMUNICATIONS CORPORATION approves this resolution of merger.

Date: 10/25/11

  
WILLIAM GITTLER, Director

Date: 10/25/11

  
MARIANNE GITTLER, Director