

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "BEASLEY MEDIA GROUP, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "BEASLEY MEDIA GROUP, INC." TO "BEASLEY MEDIA GROUP, LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2017, AT 1:33 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2017.

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

2178989 8100V
SR# 20177688626

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203800581
Date: 12-20-17

CERTIFICATE OF CONVERSION
FROM A CORPORATION
TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 18-214
OF THE DELAWARE LIMITED LIABILITY COMPANY ACT

1. The name of the corporation immediately prior to filing this certificate is Beasley Media Group, Inc. (the "Corporation").
2. The jurisdiction of the Corporation immediately prior to filing this certificate is Delaware.
3. The date on which the Corporation was incorporated is November 22, 1988.
4. The jurisdiction of incorporation of the Corporation is Delaware.
5. The name of the limited liability company as set forth in the Certificate of Formation is Beasley Media Group, LLC.
6. This Certificate shall be effective on December 31, 2017.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 18th day of December, 2017.

By: Caroline Beasley
Name: Caroline Beasley
Title: Chief Executive Officer