


CERTIFICATE OF SECRETARY

I, Robert A. Beizer, Secretary of Gray Television, Inc., (the "Company"), do hereby certify that the following is a true and correct copy of a resolution duly adopted by the Company's Board of Directors on November 5, 2003:

WHEREAS, the Board of Directors has determined that it is in the best interest of the Company to approve the restructuring of the subsidiary entities of the Company as explained to the Board of Directors by the Company's Chief Financial Officer.

NOW, THEREFORE BE IT RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to take or cause to be taken any and all such further actions and to prepare, execute and deliver or cause to be prepared, executed and delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses, as in his or her judgment shall be necessary, appropriate or advisable to carry out and effectuate the restructuring of the subsidiary entities of the Company.

IN WITNESS WHEREOF, I have hereunto set my Hand and the Corporate Seal on the 10th day of November, 2003.

 (SEAL)
ROBERT A. BEIZER, Secretary