

UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER
OF
INFINITY RADIO OF CHARLOTTE LICENSE INC.
INFINITY RADIO OF KANSAS CITY LICENSE INC.
INFINITY RADIO OF CHARLOTTE LICENSE INC.
INFINITY RADIO OF KANSAS CITY LICENSE INC.
INFINITY RADIO OF PITTSBURGH LICENSE INC.
INFINITY RADIO OF SACRAMENTO LICENSE INC.
INFINITY RADIO OF SEATTLE LICENSE INC.
INFINITY RADIO OF ST. LOUIS LICENSE INC.
INFINITY RADIO OF WASHINGTON LICENSE INC.
(collectively the "Non-Surviving Corporations")
AND
INFINITY RADIO OF NORTH CAROLINA LICENSE INC.
(the "Surviving Corporation")

THE UNDERSIGNED, Infinity Radio Holdings, Inc., a Virginia corporation (the "Corporation"), being the sole shareholder of the Non-Surviving Corporations and the Surviving Corporation, does, by means of this Consent in Lieu of a Meeting of the Sole Shareholder, hereby adopt the following resolutions:

RESOLVED, that, pursuant to the provisions of the Virginia Corporation Act, the Non-Surviving Corporations shall be merged with and into the Surviving Corporation, a Virginia corporation, in accordance with the Articles of Merger, which Articles of Merger in the form attached hereto as Exhibit A, are hereby approved and adopted; and that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute and file the Articles of Merger with the Office of the Secretary of State of Virginia, such merger to be effective at the opening of business on April 1, 2002 or such later date as necessary to the extent regulatory approval is required for the transfer of any FCC license being transferred as a result of the merger; and

RESOLVED, that Infinity Radio of North Carolina License Inc., which shall be the surviving corporation at the effective time and date of the merger, shall continue to exist under the name **Infinity Radio Subsidiary Operations Inc.**; and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to execute any documents and to perform any acts as may be deemed necessary or appropriate by the officer or officers so acting to effectuate the intent of the foregoing resolutions.

Dated as of March 14, 2002

INFINITY RADIO HOLDINGS, INC.

By: _____
Michael D. Fricklas
Executive Vice President

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
INFINITY RADIO OF NORTH CAROLINA LICENSE INC.**

THE UNDERSIGNED, being all the Directors of **Infinity Radio of North Carolina License Inc.**, a Virginia corporation (the "Corporation"), do, by means of this Unanimous Written Consent in lieu of a meeting, hereby approve and adopt the following resolutions:

RESOLVED, that, pursuant to the provisions of the Virginia Corporation Act, Infinity Radio of Charlotte License Inc., Infinity Radio of Kansas City License Inc., Infinity Radio of Pittsburgh License Inc., Infinity Radio of Sacramento License Inc., Infinity Radio of Seattle License Inc., Infinity Radio of St. Louis License Inc., and Infinity Radio of Washington License Inc., each of which corporations is incorporated under the laws of Virginia, shall be merged with and into the Corporation, in accordance with the Articles of Merger, which Articles of Merger in the form attached hereto as Exhibit A, are hereby approved and adopted; and that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute and file the Articles of Merger with the Office of the Secretary of State of Virginia, such merger to be effective at the opening of business on April 1, 2002 or the date the transfer of the FCC licenses referred to hereinbelow is approved by the Federal Communication Commission, if later than April 1, 2002; and

FURTHER RESOLVED, that, the Corporation, which shall be the surviving corporation at the effective time and date of the merger, shall continue to exist under the name **Infinity Radio Subsidiary Operations Inc.**

FURTHER RESOLVED, that the Corporation be, and it hereby is, authorized and directed to **accept** a capital contribution from its sole shareholder, **Infinity Radio Holdings, Inc.**, a Virginia corporation, of the assets associated with the radio stations KHTK-AM, KNCI-FM and KXOA-FM, including, but not limited to, the real property, tangible property and intangible property, but excluding the FCC licenses which Infinity Radio Holdings, Inc. does not hold (the "California Radio Assets"), such acceptance to be effective as of the opening of business on April 1, 2002; provided, however, that if the transfer attempted to be made hereunder of any particular California Radio Asset would serve as a cause for terminating or invalidating any such California Radio Asset or would cause or serve as a cause for the loss of ownership thereof, then, unless otherwise determined, such California Radio Asset is temporarily excluded from the aforesaid acceptance. Such California Radio Asset, however, shall automatically become vested in the Corporation by virtue of this resolution and the execution of an assignment and assumption agreement to be entered into between the Corporation and its sole shareholder, Infinity Radio Holdings, Inc., (the "California Radio Assets Assignment and Assumption Agreement") substantially in the form and containing the terms and provisions set forth in the draft thereof annexed hereto as Exhibit B;

FURTHER RESOLVED, that the Corporation be, and it hereby is, authorized to enter into the California Radio Assets Assignment and Assumption Agreement, substantially in the form and containing the terms and provisions as set forth in the draft thereof annexed hereto as Exhibit B; pursuant to which the Corporation will accept the California Radio Assets and assume any of the liabilities associated therewith;

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to execute any documents and to perform any acts as may be deemed necessary or appropriate by the officer or officers so acting to effectuate the intent of the foregoing resolutions.

Dated: March 14, 2002

DIRECTORS:

Robert G. Freedline

Michael D. Fricklas

Susan Gordon

PLAN OF MERGER

PLAN OF MERGER adopted by Infinity Radio of Charlotte License Inc., Infinity Radio of Kansas City License Inc., Infinity Radio of Pittsburgh License Inc., Infinity Radio of Sacramento License Inc., Infinity Radio of Seattle License Inc., Infinity Radio of St. Louis License Inc., and Infinity Radio of Washington License Inc, (collectively the "Non-Surviving Corporations") each a business corporation organized under the laws of the Commonwealth of Virginia, by each such corporation's Board of Directors on March 14, 2002, and adopted by Infinity Radio of North Carolina License Inc. (the "Surviving Corporation"), a business corporation organized under the laws of the Commonwealth of Virginia, by its Board of Directors on March 14, 2002. The names of the corporations planning to merge are set forth above and are defined as the Non-Surviving Corporations and the Surviving Corporation, each such corporation is a business corporation organized under the laws of the Commonwealth of Virginia. The name of the surviving corporation into which the Non-Surviving Corporations plan to merge is Infinity Radio of North Carolina License Inc.

1. The Non-Surviving Corporations and the Surviving Corporation shall, pursuant to the provisions of the Virginia Stock Corporation Act, be merged with and into a single corporation, to wit, Infinity Radio of North Carolina License Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name **Infinity Radio Subsidiary Operations Inc.** pursuant to the provisions of the Virginia Stock Corporation Act. The separate existence of the Non-Surviving Corporations shall cease at the effective time and date of the merger in accordance with the provisions of the Virginia Stock Corporation Act.

2. The Articles of Incorporation of the Surviving Corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation except that Article 1 thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows at the effective time and date of the merger:

ARTICLE 1 of the Articles of Incorporation of the Surviving Corporation is hereby amended to read as follows:

"The name of the Corporation is **Infinity Radio Subsidiary Operations Inc.**"

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

3. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

4. The directors of the Surviving Corporation at the effective time and date of the merger shall be the members of the first Board of Directors, all of whom shall hold their directorships until the earliest of (a) the next annual meeting of shareholders and until his or her respective successor is elected and qualifies, (b) his or her death, resignation or removal, and (c) the date on which the Director is no longer an employee of (i) the Surviving Corporation, (ii) one of its subsidiaries, or (iii) the Surviving Corporation's direct or indirect parent or one of such parent's subsidiaries. The officers of the Surviving Corporation at the effective time and date of the merger shall continue to serve in the office or offices set forth opposite his or her respective name all of whom shall hold office until the earliest of (a) the next annual meeting of the Board of Directors and until his or her successor is elected and qualifies, (b) his or her death, resignation or removal, and (c) the date on which such officer is no longer an employee of (i) the Surviving Corporation, (ii) one of its subsidiaries, or (iii) the Surviving Corporation's direct or indirect parent or one of such parent's subsidiaries;

5. At the effective date, by virtue of the Merger, without any action on the part of the holders thereof, each remaining outstanding share of Common Stock of the Non-Surviving Corporations shall be cancelled and each share of Common Stock of the Surviving Corporation will remain unaffected.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Non-Surviving Corporations and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporations and by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Virginia Stock Corporation Act, the Non-Surviving Corporations and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Virginia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-Surviving Corporations and the Board of Directors and the proper officers of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

**ARTICLES OF MERGER
OF
INFINITY RADIO OF CHARLOTTE LICENSE INC.
INFINITY RADIO OF KANSAS CITY LICENSE INC.
INFINITY RADIO OF PITTSBURGH LICENSE INC.
INFINITY RADIO OF SACRAMENTO LICENSE INC.
INFINITY RADIO OF SEATTLE LICENSE INC.
INFINITY RADIO OF ST. LOUIS LICENSE INC.
INFINITY RADIO OF WASHINGTON LICENSE INC.
AND
INFINITY RADIO OF NORTH CAROLINA LICENSE INC.**

To the State Corporation Commission
Commonwealth of Virginia

Pursuant to the provisions of the Virginia Stock Corporation Act, the domestic corporations herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Infinity Radio of Charlotte License Inc., Infinity Radio of Kansas City License Inc., Infinity Radio of Pittsburgh License Inc., Infinity Radio of Sacramento License Inc., Infinity Radio of Seattle License Inc., Infinity Radio of St. Louis License Inc., and Infinity Radio of Washington License Inc. (collectively the "Non-Surviving Corporations") with and into Infinity Radio of North Carolina License Inc. (the "Surviving Corporation") as adopted by each such corporation's Board of Directors on March 14, 2002.

2. The Plan of Merger was adopted by the unanimous consent of the shareholders of the Non-Surviving Corporations.

(a) The Plan of Merger was submitted to the shareholders of the Non-Surviving Corporations by their respective Board of Directors in accordance with the provisions of the Virginia Stock Corporation Act. In respect of the Non-Surviving Corporations, the designation, the number of outstanding shares, and the number of votes entitled to cast on the Plan of Merger are as follows:

Infinity Radio of Charlotte License Inc.

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

Infinity Radio of Kansas City License Inc.

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

Infinity Radio of Pittsburgh License Inc.

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

Infinity Radio of Sacramento License Inc.

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

Infinity Radio of Seattle License Inc.

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

Infinity Radio of St. Louis License Inc.

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

Infinity Radio of Washington License Inc.

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

(b) In respect of the Non-Surviving Corporations, the total number of undisputed votes cast for the Plan of Merger by each voting group entitled to vote on the Plan of Merger is as follows:

Infinity Radio of Charlotte License Inc.

- Designation of voting group: Common
- Number of undisputed votes of voting group cast for the Plan of Merger: 100

Infinity Radio of Kansas City License Inc.

- Designation of voting group: Common
- Number of undisputed votes of voting group cast for the Plan of Merger: 100

Infinity Radio of Pittsburgh License Inc.

- Designation of voting group: Common
- Number of undisputed votes of voting group cast for the Plan of Merger: 100

Infinity Radio of Sacramento License Inc.

- Designation of voting group: Common
- Number of undisputed votes of voting group cast for the Plan of Merger: 100

Infinity Radio of Seattle License Inc.

- Designation of voting group: Common
- Number of undisputed votes of voting group cast for the Plan of Merger: 100

Infinity Radio of St. Louis License Inc.

- Designation of voting group: Common
- Number of undisputed votes of voting group cast for the Plan of Merger: 100

Infinity Radio of Washington License Inc.

- Designation of voting group: Common
- Number of undisputed votes of voting group cast for the Plan of Merger: 100

(c) The said number of votes cast for the said merger was sufficient for the approval thereof by each of the said voting groups.

3. The Plan of Merger was adopted by the unanimous consent of the shareholders of the Surviving Corporation.

(a) The Plan of Merger was submitted to the shareholders of the Surviving Corporation by its Board of Directors in accordance with the provisions of the Virginia Stock Corporation Act. In respect of the Surviving Corporation, the designation, the number of outstanding shares, and the number of votes entitled to cast on the Plan of Merger are as follows:

- Designation of voting group: Common
- Number of outstanding shares of voting group: 100 common shares of stock with no par value
- Number of votes of voting group entitled to be cast on the Plan of Merger: 100

(b) In respect of the Surviving Corporation, the total number of undisputed votes cast for the Plan of Merger by each voting group entitled to vote on the said merger is as follows:

- Designation of voting group: Common
- Number of undisputed votes of voting group cast for the Plan of Merger: 100

(c) The said number of votes cast for the Plan of Merger was sufficient for the approval thereof by the said voting group of the Surviving Corporation.

4. The effective time and date of the merger herein provided for in the Commonwealth of Virginia is the close of business upon filing.

Executed on March 14, 2002

Infinity Radio of Charlotte License Inc.

By: _____
Name: Susan Dornfeld
Title: Vice President, Tax

Infinity Radio of Kansas City License Inc.

By: _____
Name: Susan Dornfeld
Title: Vice President, Tax

Infinity Radio of Pittsburgh License Inc.

By: _____
Name: Susan Dornfeld
Title: Vice President, Tax

Infinity Radio of Sacramento License Inc.

By: _____
Name: Susan Dornfeld
Title: Vice President, Tax

Infinity Radio of Seattle License Inc

By: _____
Name: Susan Dornfeld
Title: Vice President, Tax

Infinity Radio of St. Louis License Inc

By: _____

Name: Susan Dornfeld

Title: Vice President, Tax

Infinity Radio of Washington License Inc

By: _____

Name: Susan Dornfeld

Title: Vice President, Tax

Infinity Radio of North Carolina License Inc

By: _____

Name: Michael D. Fricklas

Title: Executive Vice President

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
INFINITY RADIO OF WASHINGTON LICENSE INC.**

THE UNDERSIGNED, being all the Directors of **Infinity Radio of Washington License Inc.**, a Virginia corporation (the "Corporation"), do, by means of this Unanimous Written Consent in lieu of a meeting, hereby approve and adopt the following resolutions:

RESOLVED, that, pursuant to the provisions of the Virginia Corporation Act, the Corporation shall be merged with and into Infinity Radio of North Carolina License Inc., a Virginia corporation, in accordance with the Articles of Merger, which Articles of Merger in the form attached hereto as Exhibit A, are hereby approved and adopted; and that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute and file the Articles of Merger with the Office of the Secretary of State of Virginia, such merger to be effective at the opening of business on April 1, 2002 or the date the transfer of the FCC licenses referred to hereinbelow is approved by the Federal Communication Commission, if later than April 1, 2002; and

RESOLVED, that, as a result of the merger, the Corporation be, and it hereby is, authorized and directed to transfer to **Infinity Radio of North Carolina License Inc.**, a Virginia corporation (the "Successor by Merger"), the assets associated with the radio stations KYCW-AM and KBKS-FM, including, but not limited to, the real property, tangible property and intangible property, and the FCC licenses of each of such radio stations (the "Washington Radio Assets"), such transfer to be effective as of the effective date of the merger; provided, however, that if the transfer attempted to be made hereunder of any particular Washington Radio Asset would serve as a cause for terminating or invalidating any such Washington Radio Asset or would cause or serve as a cause for the loss of ownership thereof, then, unless otherwise determined, such Washington Asset is temporarily excluded from the aforesaid transfer until such transfer can be made and at that time, such Washington Radio Asset shall automatically become vested in the Successor by Merger by virtue of this resolution and as a result of the Articles of Merger; and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to execute any documents and to perform any acts as may be deemed necessary or appropriate by the officer or officers so acting to effectuate the intent of the foregoing resolutions.

Dated: March 14, 2002

DIRECTORS:

Robert G. Freedline

Michael D. Fricklas

Susan Gordon