

AGREEMENT OF MERGER

OF

GREATER MICHIGAN RADIO, INC.
(a Delaware corporation)

AND

GREATER BOSTON RADIO, INC.
(a Delaware corporation)

AGREEMENT OF MERGER approved on November 30, 2000 by Greater Michigan Radio, Inc., a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date, and approved on November 30, 2000 by Greater Boston Radio, Inc., a business corporation of the State of Delaware, and by resolution adopted by its Board of Directors on said date.

WHEREAS, Greater Michigan Radio, Inc. is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Road, Wilmington, Delaware 19805, in the County of New Castle; and

WHEREAS, the total number of shares of stock which Greater Michigan Radio, Inc. has authority to issue is 2,000 shares of voting common stock, without par value; and

WHEREAS, Greater Boston Radio, Inc. is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Road, Wilmington, Delaware, 19805, in the County of New Castle; and

WHEREAS, the total number of shares of stock which Greater Boston Radio, Inc. has authority to issue is 1,000 voting common, par value \$.01;

WHEREAS, Greater Michigan Radio, Inc. and Greater Boston Radio, Inc. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge

Greater Michigan Radio, Inc. with and into Greater Boston Radio, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of Greater Michigan Radio, Inc. and duly approved by a resolution adopted by the Board of Directors of Greater Boston Radio, Inc., the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Greater Michigan Radio, Inc. and Greater Boston Radio, Inc. shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Greater Boston Radio, Inc., which shall be the surviving corporation from and after the effective time 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 its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of Greater Michigan Radio, Inc., which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation, and said Certificate of Incorporation, shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws 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 General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be retired and cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and 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 Agreement of Merger or of the merger herein provided for.

8. The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective shall be January 1, 2001.

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated: December 12, 2000

GREATER MICHIGAN RADIO, INC.
(a Delaware corporation)

By Barbara Burns
Barbara Burns, Vice President

Dated: December 12, 2000

GREATER BOSTON RADIO, INC.
(a Delaware corporation)

By Barbara Burns
Barbara Burns, Vice President