

**CERTIFICATE OF CONVERSION
FROM
DELAWARE CORPORATION
TO
DELAWARE LIMITED LIABILITY COMPANY**

RADIO AMERICA LIMITED, a corporation organized under the laws of the State of Delaware (the "Corporation"), is filing this Certificate of Conversion pursuant to the provisions of Section 18-214 of the Delaware Limited Liability Company Act, and Section 266 of the Delaware General Corporation Law.

1. The Corporation was incorporated on June 10, 2005 under the laws of the State of Delaware. The Corporation's jurisdiction immediately prior to its conversion to a Delaware limited liability company is the State of Delaware.
2. The name of the Corporation immediately prior to filing this Certificate of Conversion is Radio America Limited.
3. The name of the limited liability company into which the Corporation will be converted, as set forth in its certificate of formation, is Radio America Limited LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of December 1, 2005.

William D. Allen

William D. Merriam
Authorized Person