

EXHIBIT 9

UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING
OF THE BOARD OF DIRECTORS OF
INFINITY OF CHESAPEAKE LICENSEE CORPORATION

THE UNDERSIGNED, being all the members of the Board of Directors of **Infinity of Chesapeake Licensee Corporation**, a Delaware corporation (the "Corporation"), do, by means of this Consent in Lieu of a Meeting of the Board of Directors, hereby adopt the following resolutions:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Corporation shall be merged with and into its parent, **Infinity Broadcasting Corporation of Chesapeake**, a Delaware corporation, effective the close of business on December 31, 2003, in accordance with the Certificate of Ownership and Merger, which Certificate of Ownership and Merger is approved in the form attached hereto as Exhibit A, with such changes as the officers or officers executing the same shall approve; and

RESOLVED, that, as a result of said merger, the Corporation acknowledges the transfer to its parent corporation, **Infinity Broadcasting Corporation of Chesapeake**, and the successor by merger, of all the assets and liabilities of the Corporation, including, but not limited to, the FCC License associated with the radio station WQSR(FM), such transfer to be effective as of the close of business on December 31, 2003, the effective date of the merger; and

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized and directed to do and perform all such acts and things, execute such documents and certificates, and to take such other steps as may be necessary or desirable to carry out the aforesaid merger.

Dated as of (Date)

Michael D. Fricklas

Robert G. Freedline

Susan C. Gordon

UNANIMOUS WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING
OF THE SOLE SHAREHOLDER OF
INFINITY OF CHESAPEAKE LICENSEE CORPORATION

THE UNDERSIGNED, being the sole shareholder of **Infinity of Chesapeake Licensee Corporation**, a Delaware corporation (the "Corporation"), does, by means of this Consent in Lieu of a Special Meeting of the Sole Shareholder, hereby adopt the following resolutions:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Corporation shall be merged with and into its parent, **Infinity Broadcasting Corporation of Chesapeake**, a Delaware corporation, effective the close of business on December 31, 2003, in accordance with the Certificate of Ownership and Merger, which Certificate of Ownership and Merger is approved in the form attached hereto as Exhibit A, and that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute and file the Certificate of Ownership and Merger with the Office of the Secretary of State of Delaware; and

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized and directed to do and perform all such acts and things, execute such documents and certificates, and to take such other steps as may be necessary or desirable to carry out the aforesaid merger.

Dated as of (Date)

**INFINITY BROADCASTING CORPORATION
OF CHESAPEAKE**

By: _____
Michael D. Fricklas
Executive Vice President

UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING
OF THE BOARD OF DIRECTORS OF
INFINITY BROADCASTING CORPORATION OF CHESAPEAKE

THE UNDERSIGNED, being all the members of the Board of Directors of **Infinity Broadcasting Corporation of Chesapeake**, a Delaware corporation (the "Corporation"), do, by means of this Consent in Lieu of a Meeting of the Board of Directors, hereby adopt the following resolutions:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Corporation's wholly-owned subsidiary, **Infinity of Chesapeake Licensee Corporation**, a Delaware corporation, be merged with and into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of **Infinity of Chesapeake Licensee Corporation** be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by **Infinity of Chesapeake Licensee Corporation** in its name; and

RESOLVED, that this Corporation shall assume all of the obligations of **Infinity of Chesapeake Licensee Corporation**; and

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction; and

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for shall become effective, is at the close of business on **December 31, 2003**; and

RESOLVED, that as a result of said merger, the Corporation acknowledges that it would receive all the assets and liabilities of **Infinity of Chesapeake Licensee Corporation**, the non-surviving corporation, including, but not limited to the FCC license associated with the radio station WQSR(FM), such receipt to be effective as of the effective date of the merger; and

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized and directed to do and perform all such acts and things, execute such documents and certificates, and to take such other steps as may be necessary or desirable to carry out the aforesaid merger.

Dated as of (Date)

Michael D. Fricklas

Robert G. Freedline

Susan C. Gordon

CERTIFICATE OF OWNERSHIP AND MERGER
OF
Infinity of Chesapeake Licensee Corporation
(a Delaware corporation)
INTO
Infinity Broadcasting Corporation of Chesapeake
(a Delaware corporation)

It is hereby certified that:

1. **Infinity Broadcasting Corporation of Chesapeake** (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of common stock of **Infinity of Chesapeake Licensee Corporation**, which is also a business corporation of the State of Delaware.
3. On (date), the Board of Directors of the Corporation adopted the following resolutions to merge **Infinity of Chesapeake Licensee Corporation** into the Corporation:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Corporation's wholly-owned subsidiary, **Infinity of Chesapeake Licensee Corporation**, a Delaware corporation, be merged with and into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of **Infinity of Chesapeake Licensee Corporation** be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by **Infinity of Chesapeake Licensee Corporation** in its name; and

RESOLVED, that this Corporation shall assume all of the obligations of **Infinity of Chesapeake Licensee Corporation**.

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for shall become effective, is at the close of business on **December 31, 2003**.

Executed on

**Infinity Broadcasting Corporation
of Chesapeake**

By: _____
Michael D. Fricklas, Executive Vice President