

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WS2K ACQUISITION B LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "WS2K ACQUISITION A LLC" UNDER THE NAME OF "WS2K RADIO LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JULY, A.D. 2008, AT 11:25 O'CLOCK A.M.

4573139 8100M

080784968



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6727886

DATE: 07-15-08

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF MERGER OF  
DOMESTIC LIMITED LIABILITY COMPANIES**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

**FIRST:** The name of the surviving limited liability company is WS2K ACQUISITION A LLC and the name of the limited liability company being merged into this surviving limited liability company is WS2K ACQUISITION B LLC.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies.

**THIRD:** The name of the surviving limited liability company is WS2K RADIO LLC.

**FOURTH:** The merger is to become effective on July 15, 2008.

**FIFTH:** The Agreement of Merger is on file at 32 East 64<sup>th</sup> Street, New York, NY, the place of business of the surviving limited liability company.

**SIXTH:** A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent limited liability companies.

**IN WITNESS WHEREOF**, said surviving limited liability company has caused this certificate to be signed by an authorized person, the 15<sup>th</sup> day of July, 2008.

By: /s/ Ron B. Sitton  
Ron B. Sitton  
Authorized Person