

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
INNOVATIVE BROADCASTING CORPORATION,  
a Kansas Corporation,  
INTO  
SOUTHEAST KANSAS BROADCASTING COMPANY, INC.,  
a Kansas Corporation**

Southeast Kansas Broadcasting Company, Inc., a corporation organized and existing under the laws of the State of Kansas (the "Parent"),

DOES HEREBY CERTIFY:

**FIRST:** That the Parent owns all of the issued and outstanding capital stock of all classes of Innovative Broadcasting Corporation, a Kansas corporation (the "Subsidiary").

**SECOND:** That the Parent, by resolution of its board of directors duly adopted as of \_\_\_\_\_, 2007, determined to and does hereby merge the Subsidiary into the Parent pursuant to K.S.A. 17-6703, which resolution is in the following words, to-wit:

**RESOLUTION**

WHEREAS, it is in the best interests of the Corporation that Innovative Broadcasting Corporation, a Kansas corporation and a wholly-owned subsidiary of the Corporation (the "Subsidiary"), be merged into the Corporation, with the Corporation to remain as the surviving corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary merge into the Corporation, and the Corporation hereby assumes all of the obligations and liabilities of the Subsidiary; and

BE IT FURTHER RESOLVED, that the officers of the Corporation be and they hereby are authorized, empowered, and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolution to merge the Subsidiary into the Corporation and assume its liabilities and obligations; and

BE IT FURTHER RESOLVED, that upon the Effective Date (as hereinafter defined), the merger shall be effective, and the issued and outstanding shares of the Subsidiary, and all rights with respect to said

shares, shall cease to exist and the certificates for those shares shall be cancelled; and

BE IT FURTHER RESOLVED, that the "Effective Date" of the merger shall mean the date upon which this Certificate of Ownership and Merger is filed with the office of the Secretary of State of Kansas; and

BE IT FURTHER RESOLVED, that the officers of this Corporation be and they are hereby authorized, directed, and empowered to do all acts and things whatsoever, whether within or without the State of Kansas that may be necessary or proper to effect said merger; and

BE IT FURTHER RESOLVED, that this document may be executed in multiple counterparts, each of which shall be deemed an original, which together shall constitute one and the same instrument.

**THIRD:** That the foregoing resolutions have not been revoked or amended and continue in full force and effect.

**FOURTH:** That the merger shall be effected by the filing of this Certificate of Ownership and Merger with the Secretary of State of Kansas, and shall be given effect and be effective on the Effective Date, as defined in the foregoing resolutions.

**FIFTH:** That all necessary corporate actions required to be done or taken by the board of directors of the Parent and the Subsidiary have been duly taken in accordance with the laws of the State of Kansas.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Wichita, Kansas on this \_\_\_\_ day of \_\_\_\_\_, 2007, and declare under penalty of perjury under the laws of the State of Kansas that the foregoing is true and correct.

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Robert D. Young, Secretary