

CERTIFIED CORPORATE RESOLUTIONS AND INCUMBENCY CERTIFICATE

6 JOHNSON ROAD LICENSES, INC.

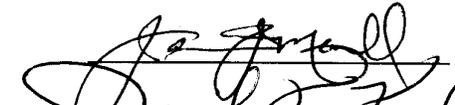
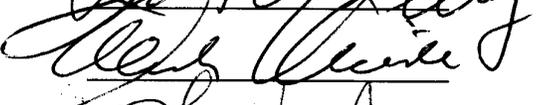
The undersigned Secretary of **6 JOHNSON ROAD LICENSES, INC.**, a New York corporation (the "Corporation"), hereby certifies that by unanimous written consent of the Board of Directors of the Corporation duly adopted on the 29th day of August, 2001, the following votes were duly adopted:

VOTED: That the Corporation accepts the assignment and transfer from PAMAL BROADCASTING, LTD. of the licenses held by PAMAL BROADCASTING, LTD. issued by the Federal Communications Commission as set forth in the attached Schedule "A" (collectively the "FCC Licenses"). Such transfer and assignment is subject to the approval and consent from the Federal Communications Commission and shall take effect only upon such approval and consent; and it is further

VOTED: That the Chairman and Secretary/Treasurer of the Corporation, signing singly, and their respective successors in office, be and they hereby are authorized on behalf of the Corporation to do and perform all acts and things and to execute and deliver all instruments and documents of whatsoever kind and nature necessary or incidental to or required to effectuate the assignment and transfer of the FCC Licenses.

I hereby certify that I have personally examined the Articles/Certificate of Incorporation and by-laws and all amendments thereto of the Corporation and the agreements, indentures and other instruments to which the Corporation is a party; that neither the resolutions set forth above nor any action taken or to be taken pursuant thereto are or will be in contravention of any provision or provisions of the Articles/Certificate of Incorporation or by-laws of the Corporation or any Agreement, indenture or other instrument to which the Corporation is a party; that neither the Articles/Certificate of Incorporation of the Corporation nor any amendment thereto contains any provisions requiring any vote or consent of shareholders of the Corporation to authorize any creation of a security interest in all or any part of the Corporation's property or any interest therein or to authorize any other action taken or to be taken pursuant to such resolutions; that the foregoing resolutions are and remain in full force and effect on and as of the date of this

of a security interest in all or any part of the Corporation's property or any interest therein or to authorize any other action taken or to be taken pursuant to such resolutions; that the foregoing resolutions are and remain in full force and effect on and as of the date of this certificate, and have not been amended or revoked; and that the following were duly elected and are now holding the offices set opposite their signatures:

<u>Title</u>	<u>Name</u>	<u>Signature</u>
Chairman	James J. Morrell	
President	John J. Kelly	
Vice President	Alcides Vicente	
Secretary/Treasurer	John VanDenburgh	

IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Corporation this 29th day of August, 2001.

Corporate Seal


Secretary

I hereby certify that I am the Chairman of the Corporation, that John VanDenburgh is the Secretary/Treasurer of the Corporation, and that his specimen signature is set forth above.


James J. Morrell, Chairman

SCHEDULE A

WAJZ(FM), Voorheesville, New York	FCC ID #35537
WFLY(FM), Troy, New York	FCC ID #832
WROW(AM), Albany, New York	FCC ID #54853
WYJB(FM), Albany, New York	FCC ID #836
WIZR(AM), Johnstown, New York	FCC ID #27553
WZMR(FM), Altamont, New York	FCC ID #27551
WBNR(AM), Beacon, New York	FCC ID #19629
WHUD(FM), Peekskill, New York	FCC ID #54854
WLNA(AM), Peekskill, New York	FCC ID #54852
WSPK(FM), Poughkeepsie, New York	FCC ID #19630
WJJR(FM), Rutland, Vermont	FCC ID #31112
WJEN(FM), Rutland, Vermont	FCC ID #14719
WJAN(FM) Sunderland, Vermont	FCC ID #54678
WEBK(FM), Killington, Vermont	FCC ID #34609
WDFL(AM), Cross City, Florida	FCC ID #73408
WKZY(FM), Cross City, Florida	FCC ID #73409
WRZN(AM), Hernando, Florida	FCC ID #39769
WMEZ(FM), Pensacola, Florida	FCC ID #73256
WRGO(FM), Cedar Key, Florida	FCC ID #57563
WXBM-FM, Milton, Florida	FCC ID #32946
WDJY(FM), Trenton, Florida	FCC ID #21797
WHHZ(FM), Newberry, Florida	FCC ID #48703
WLUS(AM), Gainesville, Florida	FCC ID #18047
WTMG(FM), Williston, Florida	FCC ID #6268
WTMN(AM), Gainesville, Florida	FCC ID #23022
Translator Station W253AE, Hanover, New Hampshire	FCC ID #31111

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PAMAL BROADCASTING, LTD.

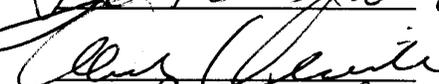
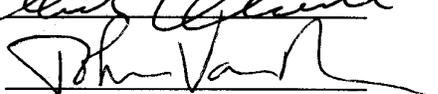
The undersigned Secretary of **PAMAL BROADCASTING, LTD.**, a New York corporation (the "Corporation), hereby certifies that by unanimous written consent of the Board of Directors of the Corporation duly adopted on the 29th day of August, 2001, the following votes were duly adopted:

VOTED: That the licenses held by the Corporation issued by the Federal Communications Commission as set forth on Schedule "A" (collectively the "FCC Licenses") will be assigned and transferred to 6 JOHNSON ROAD LICENSES, INC., a New York corporation with offices located at 6 Johnson Road, Latham, New York. Such transfer and assignment is subject only to the approval and consent from the Federal Communications Commission and shall take effect only upon such approval and consent; and it is further

VOTED: That the Chairman and Secretary/Treasurer of the Corporation, signing singly, and their respective successors in office, be and they hereby are authorized on behalf of the Corporation to do and perform all acts and things and to execute and deliver all instruments and documents of whatsoever kind and nature necessary or incidental to or required to effectuate the assignment and transfer of the FCC Licenses.

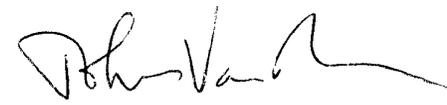
I hereby certify that I have personally examined the Articles/Certificate of Incorporation and by-laws and all amendments thereto of the Corporation and the agreements, indentures and other instruments to which the Corporation is a party; that neither the resolutions set forth above nor any action taken or to be taken pursuant thereto are or will be in contravention of any provision or provisions of the Articles/Certificate of Incorporation or by-laws of the Corporation or any Agreement, indenture or other instrument to which the Corporation is a party; that neither the Articles/Certificate of Incorporation of the Corporation nor any amendment thereto contains any provisions requiring any vote or consent of shareholders of the Corporation to authorize any creation

certificate, and have not been amended or revoked; and that the following were duly elected and are now holding the offices set opposite their signatures:

<u>Title</u>	<u>Name</u>	<u>Signature</u>
Chairman	James J. Morrell	
President	John J. Kelly	
Vice President	Alcides Vicente	
Secretary/Treasurer	John VanDenburgh	

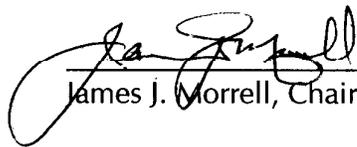
IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Corporation this 29th day of August, 2001.

Corporate Seal



Secretary

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James J. Morrell, Chairman

SCHEDULE A

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