

RADIO FALMOUTH BUSINESS TRUST

ACTION BY CONSENT OF TRUSTEES

The undersigned, being the Trustees of RADIO FALMOUTH BUSINESS TRUST, a Massachusetts business trust (the "Trust") pursuant to Section 3.5 of the Declaration of Trust, consent to the adoption of the following votes without the necessity of a formal meeting.

VOTED: That the form of share certificate attached as Exhibit A hereto and marked "Specimen" be, and hereby is, adopted as the form of certificate representing ownership of shares of beneficial interest in the Trust (the "Shares").

VOTED: That the Trust be and hereby is authorized to issue 10,000 Shares and that the Trustees be and they hereby are authorized to execute and deliver to the holders of the beneficial interest in the Trust certificates for the Shares and that such Shares, upon receipt of consideration therefor, shall be validly issued, fully paid and non-assessable.

VOTED: That the Trust issue the following number of shares to Holders of the beneficial interest in the Trust in consideration of the receipt by the Trust of rights to receive the holders' interest in the shares of Common Stock of RADIO FALMOUTH, INC. pursuant to a reorganization of RADIO FALMOUTH, INC. under Section 368 (a) (1) (F) of the Internal Revenue Code of 1986, as amended (the "Code"), upon the consent of said reorganization and all transactions contemplated thereby by the Federal Communications Commission:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Albert J. Makkay, Sr.	2,400
Albert J. Makkay, Jr.	1,000
Allison Davis	1,000
Colleen Mulgrew	1,000
Charles W. Sullivan, Jr.	1,200
Anne S. Valentine	1,200
Maryelise S. Moran	1,200
Lea Sorgi	200
Carolyn Wegman	200
Laura Sorgi	200
Marianne Sorgi	200

VOTED: That the Trust hereby elects to be classified as an association taxable as a corporation for Federal income tax purposes and elects status as an "S" Corporation for tax purposes and that each Trustee of the Trust be, and he or she hereby is each acting singly authorized and directed to take all appropriate action necessary, including the filing of Forms 8832 and 2553 with the Internal Revenue Service, to effect such election.

VOTED: That, pursuant to the foregoing resolution, as the sole shareholder of RADIO FALMOUTH, INC., the Trust hereby elects on behalf of itself and RADIO FALMOUTH, INC. to treat RADIO FALMOUTH, INC. as a Qualified Subchapter "S" Subsidiary pursuant to the Code and that each Trustee of the Trust be, and he or she hereby is each acting singly authorized and directed to take all appropriate action necessary, including the filing of Form 8869 with the Internal Revenue Service, to effect such election.

VOTED: That each of the Trustees of the Trust, acting singly, be and hereby are authorized and directed to take such action on behalf of the Trust in furtherance of the purposes of the foregoing votes, including execution and delivery of agreements and other documents as they shall determine to be in the best interests of the Trust.

The Trustees are hereby directed to file this original Consent with the records of meeting of Trustees of the Trust.

RADIO FALMOUTH BUSINESS TRUST

MAUREEN A. MAKKAY, TRUSTEE

CHARLES W. SULLIVAN, JR., TRUSTEE

RADIO FALMOUTH, INC.

BY:_____
ALBERT J. MAKKAY, SR., PRESIDENT

BY:_____
MAUREEN A. MAKKAY, TREASURER

DATED: DECEMBER , 2002