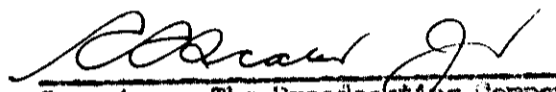


STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

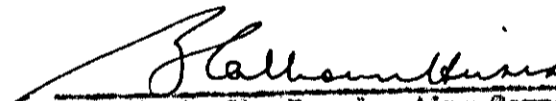
BOOK 581 PAGE 369

I, R. R. Scales, Jr., Secretary of The Broadcasting Company of the South, a corporation organized under the Statute Laws of the State of South Carolina, hereby certify that the foregoing Agreement was on the 26th day of April, 1957, submitted to the stockholders of said corporation at a meeting duly called for the purpose of considering the same, notice thereof having been duly given and publication thereof having been duly made as required by law and that a majority of all the outstanding stock of said corporation voted to approve such merger and consolidation.


 (LS)
Secretary, The Broadcasting Company
of the South

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

On this 31st day of July, in the year 1957, before me, a Notary Public in and for the State of South Carolina, personally appeared E. Calhoun Hipp, known to me to be the President of The Broadcasting Company of the South, the corporation that executed the above instrument, on behalf of said corporation and acknowledged to me that he, as the President of such corporation, executed the same as the act, deed and agreement of such corporation.


President, The Broadcasting Company
of the South

Subscribed and Sworn to before me
this 31st day of July, 1957

 (LS)
Notary Public for South Carolina