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CORPORATION(S) NAME

Jacor Cable, Inc.
merging into:
Jacor Communications Company

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ARTICLES OF MERGER
Merger Sheet

MERGING:

JACOR CABLE, INC., a Kentucky corporation

INTO

JACOR COMMUNICATIONS COMPANY, a Florida corporation, 675996.

File date: March 31, 1999

Corporate Specialist: Teresa Brown

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

JACOR CABLE, INC.

WITH AND INTO

JACOR COMMUNICATIONS COMPANY

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

1. JACOR CABLE, INC., a Kentucky corporation, shall be merged with and into JACOR COMMUNICATIONS COMPANY, a Florida corporation, which shall be the surviving corporation.

2. The Plan of Merger ("Plan of Merger") dated as of March 30, 1999, between JACOR CABLE, INC., a Kentucky corporation (the "Merging Corporation"), and JACOR COMMUNICATIONS COMPANY, a Florida corporation (the "Surviving Corporation"), is attached hereto as Exhibit A and is incorporated herein by reference.

3. The Merger shall become effective on the day on which these Articles of Merger are filed with the Department of State of the State of Florida.

4. Pursuant to Section 607.1104 of the Florida Business Corporation Act, neither the approval of the shareholders of the Surviving Corporation nor the approval of the shareholders of the Merging Corporation was required to approve the Plan of Merger.

5. The Plan of Merger was adopted and approved by the sole director of the Merging Corporation by written consent dated March 30, 1999, and the directors of the Surviving Corporation by their unanimous written consent dated March 30, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Surviving Corporation and the Merging Corporation by their authorized officers as of March 30, 1999.

JACOR COMMUNICATIONS COMPANY

By: R Christopher Weber
R. Christopher Weber
Senior Vice President

JACOR CABLE, INC.

By: R Christopher Weber
R. Christopher Weber
Senior Vice President

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Exhibit A

PLAN OF MERGER

This **PLAN OF MERGER** ("Agreement") dated as of March 30, 1999, is entered into between **JACOR CABLE, INC.**, a Kentucky Corporation (the "Merging Corporation") and **JACOR COMMUNICATIONS COMPANY**, a Florida corporation (the "Surviving Corporation").

WITNESSETH that:

WHEREAS, the parties to this Agreement, in consideration of the mutual agreements of each corporation as set forth hereinafter, deem it advisable and generally for the welfare of said corporations, that the Merging Corporation merge with and into the Surviving Corporation under and pursuant to the terms and conditions hereinafter set forth;

NOW THEREFORE, the corporations parties to this Agreement, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby agree upon and prescribe the terms and conditions of said merger, the mode of carrying them into effect as follows:

FIRST: Jacor Cable, Inc. shall be merged with and into Jacor Communications Company (the "Merger"). Jacor Communications Company shall be the surviving corporation in the Merger and shall continue to be governed by the Florida Business Corporation Act.

SECOND: The terms and conditions of the Merger are as follows:

(1) Upon the Merger becoming effective: (a) the Merging Corporation shall merge into the Surviving Corporation, (b) the separate existence of the Merging Corporation shall cease, and (c) the Merger shall have the effects outlined in Section 607.1106 of the Florida Business Corporation Act and Section 271B.11-060 of the Kentucky Business Corporation Act. The Merging Corporation hereby agrees, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

(2) The directors and officers of the Surviving Corporation on the effective date of the Merger, shall continue to be the directors and officers of the Surviving Corporation.

(3) The Articles of Incorporation of the Surviving Corporation existing at the Effective Time shall be the Articles of Incorporation for the Surviving Corporation following the Effective Time

unless and until the same shall be amended or repealed in accordance with the provisions thereof and the Florida Business Corporation Act.

(4) The Bylaws of the Surviving Corporation existing at the Effective Time shall be the Bylaws for the Surviving Corporation following the Effective Time unless and until the same shall be amended or repealed in accordance with the provisions thereof and the Florida Business Corporation Act.

THIRD: At the Effective Time, as hereinafter defined, the shares of common stock of the Surviving Corporation presently issued and outstanding shall continue to be issued and outstanding and shall not be affected by the Merger.

FOURTH: All of the shares of common stock of the Merging Corporation (the "Shares") issued and outstanding immediately prior to the Effective Time shall, at the Effective Time, be extinguished. An actual exchange of the Shares for the shares of common stock of the Surviving Corporation is not required because the Surviving Corporation is the sole shareholder of the Merging Corporation.

FIFTH: Pursuant to Section 607.1104 of the Florida Business Corporation Act and Section 271B.11-040 of the Kentucky Business Corporation Act, neither the approval of the shareholders of the Surviving Corporation nor the approval of the shareholders of the Merging Corporation is required to approve the Merger or this Agreement. Shareholders of the Merging Corporation who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Surviving Corporation, as the sole shareholder of the Merging Corporation, hereby waives the mailing requirement.

SIXTH: At any time prior to the earlier to occur of: (1) the filing of Articles of Merger with the Secretary of State of the State of Florida, and (2) the filing of Articles of Merger with the Secretary of State of the Commonwealth of Kentucky; this Agreement may be terminated and the Merger may be abandoned by the vote of a majority of the directors of either the Surviving Corporation or the Merging Corporation.

SEVENTH: This Plan of Merger shall become effective upon the later to occur of: (1) the filing of Articles of Merger with the Secretary of State of the State of Florida, and (2) the filing of Articles of Merger with the Secretary of State of the Commonwealth of Kentucky (the "Effective Time").

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their respective officers thereunto duly authorized on this 30th day of March, 1999.

JACOR CABLE, INC.

By: R Christopher Weber
R. Christopher Weber
Senior Vice President

JACOR COMMUNICATIONS COMPANY

By: R Christopher Weber
R. Christopher Weber
Senior Vice President