

636517

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TALLAHASSEE, FLORIDA

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660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

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*****87.50 *****87.50

General Broadcasting of Florida

- ☐ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Fictitious Name
☒ Certified Copy
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ARTICLES OF MERGER
Merger Sheet

MERGING:

GENERAL BROADCASTING OF FLORIDA, INC., a Florida corporation, 636517

INTO

CAPSTAR COMMUNICATIONS CALIFORNIA, INC.. a Delaware corporation
not qualified in Florida

File date: December 30, 1998, effective December 31, 1998

Corporate Specialist: Cheryl Coulliette

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

General Broadcasting of Florida, Inc.
Capstar Communications California, Inc.

Florida
Delaware

SECOND: The laws of the state under which each foreign corporation that is a party to this merger is organized permit such merger and each foreign corporation is complying with those laws in effecting the merger.

THIRD: Capstar Communications California, Inc. (the "Surviving Corporation"), which is a foreign corporation, has complied with Section 607.1105 F.S., and each domestic corporation has complied with the applicable provisions of Sections 607.1101 - 607.1104 F.S., all as set forth below in Article Sixth.

FOURTH: The plan of merger is set forth in Annex 1 hereto, which is incorporated by reference herein.

FIFTH: The effective date of the certificate of merger shall be the 31st day of December, 1998.

SIXTH: The plan of merger was adopted by the unanimous written consent of the shareholders of each merged entity on the 22nd day of December, 1998, and was adopted by the unanimous written consent of the shareholders of the Surviving Corporation on the 22nd day of December, 1998.

Signed this 22nd day of December, 1998.

Surviving Corporation:

Capstar Communications California, Inc.

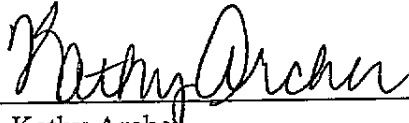
By: Kathy Archer

Kathy Archer
Vice President

EFFECTIVE DATE
12-31-98

Merged Entity:

General Broadcasting of Florida, Inc.

By: 
Kathy Archer
Vice President

ANNEX 1

AGREEMENT AND PLAN OF MERGER

of

Each of the Entities Listed on Exhibit A attached hereto

into

CAPSTAR COMMUNICATIONS CALIFORNIA, INC.,
a Delaware corporation

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law (the “DGCL”), each of the entities (collectively, the “Merged Entities”) listed on Exhibit A attached hereto and incorporated herein by reference, and Capstar Communications California, Inc., a Delaware corporation (the “Surviving Corporation” and together with the Merged Entities, the “Constituent Entities”), enter into this Agreement and Plan of Merger (the “Agreement”) for the purpose of merging each of the Merged Entities into the Surviving Corporation.

Therefore, the parties agree to the following plan of merger (the “Plan of Merger”):

PLAN OF MERGER

1. Each of the Merged Entities shall merge (the “Merger”) with and into the Surviving Corporation.
2. The separate existence of each of the Merged Entities shall cease to exist upon the effective date of the Merger in accordance with the provisions of the DGCL and the applicable laws governing corporations of the states of their respective incorporation.
3. The Surviving Corporation shall continue in existence pursuant to the provisions of the DGCL.
4. The Certificate of Incorporation of the Surviving Corporation, as amended, shall be the Certificate of Incorporation of the Surviving Corporation upon the effective date of the Merger and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL.
5. The bylaws of the Surviving Corporation upon the effective date of the Merger shall be the bylaws of the Surviving Corporation upon the effective date of the Merger and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the DGCL.

6. The directors and officers of the Surviving Corporation in office upon the effective date of the Merger shall be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until their successors are duly elected and qualified.

7. The shares of stock of each of the Merged Entities, all of which are indirectly owned, wholly-owned subsidiaries of Capstar Broadcasting Corporation, which indirectly owns all of the issued and outstanding capital stock of the Surviving Corporation, shall be canceled upon the effectiveness of the Merger.

8. All authorized but unissued stock and all treasury stock of each of the Merged Entities which are corporations shall be canceled upon the effectiveness of the Merger.

9. Each issued share of stock of the Surviving Corporation shall remain outstanding.

10. Upon the Merger becoming effective, all of the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and obligations of every kind and description of each of the Merged Entities shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed, and all property, rights, obligations and every other interest of the Surviving Corporation and each of the Merged Entities shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and each of the Merged Entities, respectively; and the Surviving Corporation expressly agrees to assume and discharge, upon the Merger becoming effective, all of the liabilities and obligations of each of the Merged Entities. The Surviving Corporation will be responsible for the payment of all fees and all franchise or other taxes payable by the Merged Entities as required by law, and the Surviving Corporation will be obligated to pay such fees and such franchise or other taxes if the same are not timely paid.

11. The officers of the Surviving Corporation are each hereby authorized and directed to cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and to cause to be performed all necessary acts therein and elsewhere required or necessary to effectuate the Merger.

12. The officers of the Surviving Corporation are each hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments to carry out or put into effect any of the provisions of this Agreement or of the Merger hereby provided for.

13. The approval of this Agreement by each Merged Entity was duly authorized by all action required by the state of its organization specified on Exhibit A attached hereto and incorporated herein by reference and by its respective constituent documents.

14. The approval of this Agreement by the Surviving Corporation was duly authorized by all actions required by the laws of Delaware and by its constituent documents.

15. At any time prior to the time that the Certificate of Merger referred to herein becomes effective in accordance with Section 103 of the DGCL, notwithstanding the approval of this Agreement by the stockholders of all or any of the Constituent Entities (such stockholders being referred to herein collectively as "Voting Parties"), this Agreement may be terminated by the board of directors of any Constituent Entity.

16. The board of directors of any Constituent Entity may amend this Agreement at any time prior to the time that (i) the Certificate of Merger filed with the Secretary of State of the State of Delaware becomes effective in accordance with Section 103 of the DGCL, and (ii) the Certificate of Merger or Articles of Merger, as the case may be, filed with the Secretary of State of the state of incorporation set forth opposite the name of each Merged Entity becomes effective in accordance with the laws of such state, provided that an amendment made subsequent to the adoption of the Agreement by the Voting Parties of any Constituent Entity shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares (or any class or series thereof) or other securities of such Constituent Entity, (2) alter or change any term of the certificate of incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series of such shares or other securities of such Constituent Entity.

17. The effective date of the Merger shall be December 31, 1998.

[Remainder of this page intentionally left blank]

Dated as of December 22, 1998.

Merged Entities:

By: Kathy Archer
Name: Kathy Archer
Title: Vice President of each of the corporations listed
on Exhibit A attached hereto

The undersigned Secretary or Assistant Secretary of each of the corporations listed on Exhibit A attached hereto hereby certifies that the approval of this Agreement by each such Merged Entity was duly authorized by unanimous approval of the shareholders of each such Merged Entity and by all action required by the state of its organization as specified on Exhibit A attached hereto and by its respective constituent documents.

By: Kevin Mischnick
Name: Kevin Mischnick
Title: Assistant Secretary of each of the corporations
listed on Exhibit A attached hereto

Surviving Corporation:

CAPSTAR COMMUNICATIONS
CALIFORNIA, INC.

By: Kathy Archer
Name: Kathy Archer
Title: Vice President

The undersigned Secretary or Assistant Secretary of the Surviving Corporation hereby certifies that the approval of this Agreement by the Surviving Corporation was duly authorized by unanimous approval of the shareholders of the Surviving Corporation and by all action required by the Delaware General Corporation Law and by its constituent documents.

By: Kevin Mischnick
Name: Kevin Mischnick
Title: Assistant Secretary

- EXHIBIT A
MERGED ENTITIES

Name of Entity	State of Incorporation	Authorized Capital Stock
General Broadcasting of Florida, Inc.	Florida	7,500 shares of common stock, \$1.00 par value per share
Liberty Broadcasting of Maryland II Incorporated	Maryland	1,000 shares of common stock, \$1.00 par value per share
Southern Starr of Arkansas, Inc.	Arkansas	1,000 shares of common stock, \$0.01 par value per share