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**SECOND AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
FAME BROADCASTING, LLC**

These Second Amended and Restated Articles of Organization of FAME Broadcasting, LLC (the "Company"), whose original Articles of Organization were filed with the Florida Department of State on December 8, 2009, as amended and restated on June 9, 2011, and assigned document number L09000116590, have been duly executed and are being filed by the undersigned authorized representative of a member pursuant to Section 608.411, Florida Statutes.

**ARTICLE I  
NAME**

The name of the Company is: FAME Broadcasting, LLC

**ARTICLE II  
ADDRESS**

The principal place of business address and mailing address of the Company are: 6300 Stirling Rd., Hollywood, Florida 33024.

**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the registered agent and registered office of the Company are: CorpDirect Agents, Inc., 515 East Park Ave., Tallahassee, Florida 32301.

**ARTICLE IV  
MANAGEMENT**

The Company is a member-managed company. The name and address of the sole member is: First American Music and Entertainment, LLC, 6300 Stirling Rd., Hollywood, Florida 33024.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Organization on the 13th day of January, 2012.

By: James Raker  
James Raker,  
Authorized Representative of the Member