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ACCOUNT NO. : 072100000032

REFERENCE : 760182 3273B

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 87.50

ORDER DATE : March 30, 1998

ORDER TIME : 10:39 AM

ORDER NO. : 760182-005

CUSTOMER NO: 3273B

CUSTOMER: Ms. Caris Keitzer
Baker & Hostetler
3200 National City Center
1900 East 9th Street
Cleveland, OH 44114

FILED
SECRETARY OF CORPORATIONS
98 MAR 30 PM 1:49

DOMESTIC FILINGS

NAME: ALACHUA BROADCASTING COMPANY,
INC.

RECEIVED
98 MAR 30 AM 11:20
DIVISION OF CORPORATION

XX ARTICLES OF DISSOLUTION

000002471870--2

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

Goldis
SP 3/30/98

ARTICLES OF DISSOLUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution.

FIRST: The name of the corporation is: **Alachua Broadcasting Company, Inc.**

SECOND: The date dissolution was authorized: **November 22, 1997**

THIRD: Adoption of Dissolution (select ONE)

X Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

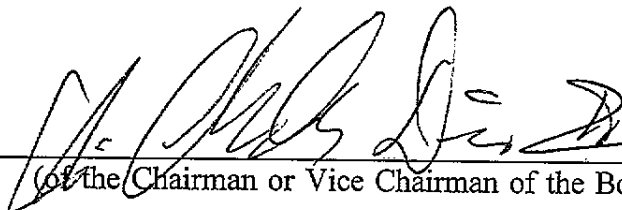
___ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve.

The number of votes cast for dissolution was sufficient for approval by

Signed this _____ day of _____, 19____.

Signature


(of the Chairman or Vice Chairman of the Board, President or officer)

G. Charles Dix, II -- President and Treasurer
(typed of printed name)

3/26/98

(date)

ALACHUA BROADCASTING COMPANY, INC.

WRITTEN ACTION BY SOLE SHAREHOLDER WITHOUT MEETING

The undersigned, being the holder of all of the issued and outstanding Common Shares of Alachua Broadcasting Company, Inc., a Florida corporation (the "Corporation"), hereby approves and adopts the following resolution, by unanimous written consent pursuant to the Florida Business Corporation Act, Sections 607.0704 and 607.1402:

DISSOLUTION

RESOLVED, that the following Plan of Complete Liquidation and Dissolution of business and affairs of the Corporation, be, and the same hereby is, adopted:

(a) That the Corporation proceed to liquidate and wind up its business and affairs, and after payment of, or the making of adequate provision for the payment of, its liabilities, to sell any part or all of the Corporation's property and assets and/or transfer and convey in cash or in kind, all of its remaining property and assets of whatever nature and character to its shareholder in complete retirement and cancellation of all of the issued and outstanding capital stock of the Corporation;

(b) That the distribution, sale and/or transfer of all of the property and assets of the Corporation as aforesaid shall be made from time to time as soon as practicable, but in any event shall be completed no later than December 31, 1997;

(c) That the officers wind up the business and affairs of the Corporation on or before December 31, 1997, including payment of all liabilities on or before said date;

(d) That the officers of the Corporation be, and each of them hereby is authorized and directed for and on its behalf and in its name to execute all forms, reports, and/or returns required by any federal, state or local government in connection with, or by reason of, the liquidation of the Corporation (including U.S. Treasury

Department Form 966) and any and all other forms, reports, and/or returns as are deemed necessary to be filed on behalf of the Corporation;

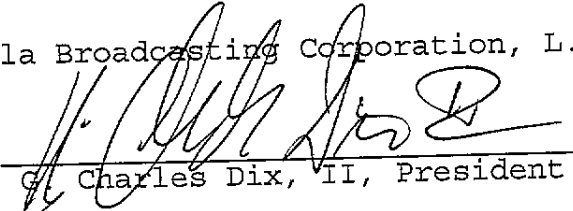
(e) That the officers of the Corporation be, and each of them hereby is, authorized and directed for and on its behalf and in its name to execute such deeds, assignments bills of sale and other instruments in writing, and to do such other and further acts and things as they deem necessary or advisable in order to effect the complete liquidation of the business and affairs of the Corporation and the dissolution thereof as herein provided; and

(f) That the President and the Secretary be, and each of them hereby is, authorized and directed to file a this written action of the Corporation with the Secretary of State of Florida on or before March 31, 1998.

Change of Registered Agent

RESOLVED, that upon dissolution, the Registered agent shall be changed to G. Charles Dix, II with an address at 40 South Linden Avenue, Alliance, Ohio 44601-0180.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 22nd day of November, 1997.

<u>Name</u>	<u>Number of Shares</u>
Ocala Broadcasting Corporation, L.L.C.	100
By:  G. Charles Dix, II, President	