

CT CORPORATION SYSTEM

M700/2

CORPORATION(S) NAME

Jacor Broadcasting of Tampa Bay, Inc.

with into: Citicasters Licenses, Inc.

Merger

12/31/01

01 DEC 20 PM 4: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

JACOR BROADCASTING OF TAMPA BAY, INC., a Florida corp. M70012

INTO

CITICASTERS LICENSES, INC., an Ohio entity not qualified in Florida.

File date: December 20, 2001, effective December 31, 2001

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12/31/01

FILED
01 DEC 20 PM 4: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

JACOR BROADCASTING OF TAMPA BAY, INC.
(a Florida corporation)

WITH AND INTO

CITICASTERS LICENSES, INC.
(an Ohio corporation)

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations set forth the following Articles of Merger (the "Articles") for the purpose of merging JACOR BROADCASTING OF TAMPA BAY, INC. ("JBTB") with and into CITICASTERS LICENSES, INC. ("Citicasters"), with Citicasters being the surviving entity (such merger being hereinafter referred to as the "Merger"):

1. The name and state of incorporation of the surviving entity of the Merger (the "Surviving Entity"), a for-profit corporation, is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Citicasters Licenses, Inc.	Ohio

2. The names and states of incorporation of each of the constituent entities (the "Constituent Entities"), both for-profit corporations, are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Jacor Broadcasting of Tampa Bay, Inc.	Florida

3. Each of the Constituent Entities has complied with the laws of the state under which it exists and such laws permit the Merger.

4. The Agreement and Plan of Merger dated December 14, 2001, by and between JBTB and Citicasters (the "Plan of Merger") is authorized on behalf of each of the Constituent Entities and the persons signing the Articles on behalf of each of the Constituent Entities are duly authorized to do so. A copy of the Plan of Merger is attached hereto as Exhibit A.

5. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of the Surviving Entity on December 14, 2001.

6. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of JBTB on December 14, 2001.

7. The Surviving Entity is an Ohio corporation with its principal office at 200 E. Basse Road, San Antonio, Texas 78209. The Surviving Entity is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the Merger.

8. The Surviving Entity agrees to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the Merger the amount, if any, to which they are entitled under §607.1302 of the Florida Business Corporations Act.

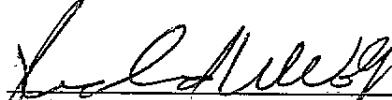
9. The executed Plan of Merger is on file at the principal place of business of the Surviving Entity at 200 E. Basse Road, San Antonio, Texas 78209. A copy of the Plan of Merger will be furnished, on written request to the Surviving Entity and without cost to any shareholder of either of the Constituent Entities.

10. The Merger is effective as of December 31, 2001.

11. The Articles of Incorporation of Citicasters shall continue unchanged after the Merger until changed or amended as provided by law.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles to be signed by their duly authorized officers, on this 14th day of December, 2001.

CITICASTERS LICENSES, INC.

By: 
Richard W. Wolf, Vice President

JACOR BROADCASTING OF
TAMPA BAY, INC.

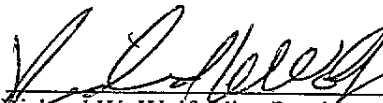
By: 
Richard W. Wolf, Vice President

Exhibit A
Plan of Merger

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Plan of Merger") made and entered into as of the 14 day of December, 2001, by and between Jacor Broadcasting of Tampa Bay, Inc., a Florida corporation ("JBTB"), and Citicasters Licenses, Inc., an Ohio corporation ("Citicasters"), being sometimes hereinafter together referred to as the "Constituent Corporations."

WITNESSETH

WHEREAS, Citicasters is a corporation duly organized and existing under the laws of the State of Ohio, and having authorized capital stock consisting of 2,000 shares of common stock, with no par value (the "Citicasters Common Stock"), of which 100 shares are outstanding;

WHEREAS, JBTB is a corporation duly organized and existing under the laws of the State of Florida, and having authorized capital stock consisting of 7,500 shares of common stock, par value \$1.00 per share (the "JBTB Common Stock"), of which 100 shares are outstanding;

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable for the general welfare and to the benefit of such corporations and their respective shareholders that JBTB merge with and into Citicasters pursuant to Sections 1701.78 et seq. of the Ohio General Corporation Law (the "OGCL") and Sections 607.1101 et seq. of the Florida Business Corporation Act ("FBCA");

WHEREAS, the respective Boards of Directors and shareholders of the Constituent Corporations have, by resolutions duly adopted, approved this Plan of Merger and directed that it be executed by the undersigned officers; and

WHEREAS, it is the intention of the Constituent Corporations that the Merger (as hereinafter defined) shall be a tax-free reorganization pursuant to the provisions of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the State of Ohio and the State of Florida, that the Constituent Corporations shall be merged into a single corporation, to-wit: Citicasters Licenses, Inc., an Ohio corporation, one of the Constituent Corporations, which shall be the corporation surviving the merger (said corporation hereafter being sometimes called the "Surviving Corporation"), and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger") which the parties covenant to observe, keep and perform, and the mode of carrying the same into effect shall be as hereafter set forth:

ARTICLE I

EFFECTIVE DATE

This Plan of Merger has been approved by the shareholders of JBTB and Citicasters as provided by the OGCL and the FBCA. If this Plan of Merger is not terminated and abandoned pursuant to the provisions of Article VII hereof, a Certificate of Merger shall be filed with the

Secretary of State of Ohio and Articles of Merger shall be filed with the Secretary of State of Florida. The Merger shall be effective December 31, 2001 (the "Effective Date"). On the Effective Date, the separate existence of JBTB shall cease and JBTB shall be merged into the Surviving Corporation.

ARTICLE II

CERTIFICATE OF INCORPORATION; BY-LAWS; DIRECTORS AND OFFICERS

The Certificate of Incorporation of Citicasters shall continue unchanged after the Merger until changed or amended as provided by law.

The By-Laws of Citicasters shall continue unchanged after the Merger until changed or amended as provided by law.

The directors and officers of Citicasters immediately prior to the Effective Date shall constitute the directors and officers of the Surviving Corporation immediately following the Effective Date. Such officers and directors of Citicasters shall hold their positions until their resignation or removal or the election or appointment of their successors in the manner provided by the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

ARTICLE III

CONVERSION OF SHARES IN THE MERGER

The mode of carrying into effect the Merger provided for herein, and the manner and basis of converting the shares of the Constituent Corporations, are as follows:

1. Each share of JBTB Common Stock which shall be issued and outstanding as of the Effective Date shall be cancelled and retired, all rights in respect thereof shall cease to exist and no shares of JBTB Common Stock, Citicasters Common Stock or other securities of JBTB or Citicasters shall be issuable with respect thereto.
2. Each share of Citicasters Common Stock which shall be issued and outstanding as of the Effective Date shall remain issued and outstanding.
3. There are no reasonable grounds to believe the foregoing treatment of the shares will render the Surviving Corporation insolvent.

ARTICLE IV

EFFECT OF THE MERGER

On the Effective Date, the separate existence of each Constituent Corporation (other than the Surviving Corporation) shall cease, except that whenever a conveyance, assignment, transfer, deed, or other instrument or act is necessary to vest property or rights in the Surviving Corporation, the officers, or other authorized representative of the respective Constituent

Corporations shall execute, acknowledge, and deliver such instruments and do such acts. For these purposes, the existence of the Constituent Corporations and the authority of their respective officers, directors, or other authorized representatives is continued notwithstanding the Merger. The Surviving Corporation shall possess all assets and property of every description, and every interest in the assets and property, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of each Constituent Corporation, and all obligations belonging to or due to each Constituent Corporation, all of which are vested in the Surviving Corporation without further act or deed. Title to any real estate or any interest in the real estate vested in any Constituent Corporation shall not revert or in any way be impaired by reason of such merger or consolidation. The Surviving Corporation is liable for all the obligations of each Constituent Corporation, including liability to dissenting shareholders. Any claim existing or any action or proceeding pending by or against any Constituent Corporation may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. All rights of creditors of each Constituent Corporation are preserved unimpaired, and all liens upon the property of any Constituent Corporation are preserved unimpaired, on only the property affected by such liens immediately prior to the Effective Date.

ARTICLE V

ACCOUNTING MATTERS

The assets and liabilities of the Constituent Corporations, as of the Effective Date of the Merger, shall be taken upon the books of the Surviving Corporation at the amounts at which they shall be carried at that time on the books of the respective Constituent Corporations, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the Merger. The amount of the capital surplus and earned surplus accounts, if any, of the Surviving Corporation after the Merger shall be determined by the Board of Directors of the Surviving Corporation in accordance with the laws of the State of Ohio and with generally accepted accounting principles.

ARTICLE VI

APPROVAL OF SHAREHOLDERS

This Plan of Merger has been approved by the shareholders of JBTB and the shareholders of Citicasters as provided by the OGCL and the FBCA.

ARTICLE VII

ABANDONMENT

This Plan of Merger may be abandoned at any time notwithstanding favorable action on the Merger by the shareholders of either or both of such corporations, but not later than the date of filing of the Certificate/Articles of Merger, by the Board of Directors of JBTB and Citicasters evidenced by appropriate resolutions. In the event of the termination and abandonment of this Plan of Merger and the Merger pursuant to this Article VII, this Plan of Merger shall become void

and have no effect, without any liability on the part of either of the Constituent Corporations or their shareholders or directors or officers in respect thereof.

ARTICLE VIII

AMENDMENT

JBTB and Citicasters, by mutual consent of their respective Boards of Directors, may amend this Plan of Merger in such manner as may be agreed upon by them in writing at any time; provided, however, no such amendment shall be made which shall affect the rights of the shareholders of JBTB or the shareholders of Citicasters in a manner which, in the judgment of the Boards of Directors of JBTB or Citicasters, respectively, is materially adverse to such shareholders, or as otherwise provided by the OGCL and/or the FBCA, without the further approval of such shareholders.

ARTICLE IX

FURTHER ASSURANCES

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of JBTB acquired or to be acquired by or as a result of the Merger, the proper officers and directors of the Surviving Corporation shall be and they hereby are severally and fully authorized to execute and deliver such proper deeds, assignments and assurances in law, and take such other action as may be necessary or proper in the name of JBTB or Citicasters to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purposes of this Plan of Merger.


ARTICLE X

COUNTERPARTS

This Plan of Merger may be executed in multiple counterparts, each of which when so executed shall be deemed to be an original, and such counterparts taken together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, JBTB and Citicasters, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have each caused this Plan of Merger to be executed by its duly authorized officers, all as of the day and year first above written.

JACOR BROADCASTING OF
TAMPA BAY, INC.
a Florida corporation

By: 
Richard W. Wolf, Vice President

CITICASTERS LICENSES, INC.,
an Ohio corporation

By: 
Richard W. Wolf, Vice President