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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In re Applications of	)	MM DOCKET NO. 92-111
	)	
DEAS COMMUNICATIONS, INC.	)	File No. BPH-910208MB
	)	
HEALDSBURG BROADCASTING, INC.	)	File No. BPH-910211MB
	)	
HEALDSBURG EMPIRE CORPORATION	)	File No. BPH-910212MM
	)	
For Construction Permit for a New FM Station on Channel 240A in Healdsburg, California	)	

To: Administrative Law Judge
Edward J. Kuhlmann

REVISED WRITTEN DIRECT CASE OF DEAS COMMUNICATIONS, INC.

Lawrence Bernstein
F. Joseph Brinig

Its Attorneys

BRINIG AND BERNSTEIN
1818 N Street, NW
Suite 200
Washington, D.C. 20036
(202) 331-7050

December 28, 1992

Identified by [illegible] 1/14/92
Received (T. Kitchens by) [illegible] 1/14/92

Federal Communications Commission

Docket No. [illegible] Exhibit No. 1 Sean Crommelin

Presented by _____

Disposition { Identified _____ / Received _____ / Rejected _____ }

Reporter _____

Date _____

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Exhibit 2: TESTIMONY OF MARIO EDGAR DEAS

Stipulation on Areas and Populations

EXHIBIT 1

DEAS COMMUNICATIONS, INC.
Exhibit 1

THE APPLICANT

Deas Communications, Inc. (sometimes, "Deas") is a California for-profit corporation with both common (voting) and preferred (non-voting) stock. Its Articles of Incorporation and ByLaws are annexed to this Exhibit as Appendix A and B, respectively.

All of the voting stock of Deas is owned by its President, Mario Edgar Deas. Mr. Deas owns 4000 shares of common (voting) Stock, representing 20% of Deas' total equity. All of the non-voting stock of Deas is owned as follows:

Stockholder	Stockholding and Equity Percentage
Steven E. Deas and Jane Rosenberg Deas (community property)	1500 preferred (nonvoting) shares (7.5%)
Bruce D. Deas and Suzel Bozada-Deas (community property)	1500 preferred (nonvoting) shares (7.5%)
Paul A. Deas and Pamela Sue Deas (community property)	1500 preferred (nonvoting) shares (7.5%)
Michael L. Deas	1500 preferred (nonvoting) shares (7.5%)
Healdsburg Broadcasting, Inc.	10,000 preferred (nonvoting) shares (50%)

The officers and directors of Deas are: Mario Edgar Deas, President and Director; Sherryll A. Peterson, Secretary and Director; and Fred Haley, Treasurer and Director.

Healdsburg Broadcasting, Inc. ("HBI") is a California corporation with two classes of common stock, Class A voting stock and Class B nonvoting stock. 100% of the voting stock, 3750 shares (25% of the net equity of HBI) is held jointly by Michael Akana and Julia Akana, husband and wife, as community property. 66.66% of the nonvoting stock (50% of HBI's net equity) is held by Batista Vieira, and the remaining 33.33% of the nonvoting stock (25% of HBI's net equity) is held by David Hernandez.

All of Deas' officers and directors reside in Healdsburg, California. Likewise, Deas shareholders Steven E. Deas and Jane Rosenberg Deas, Paul A. Deas and Pamela Sue Deas, and Michael L. Deas reside in Healdsburg. Bruce D. Deas and Suzel Bozada-Deas live in Windsor, California, seven miles south of Healdsburg. HBI principals Michael Akana and Julia Akana and nonvoting stockholder David Hernandez reside in Castro Valley, California. HBI nonvoting stockholder Batista Vieira resides in San Jose, California.

Steven E. Deas and Jane Rosenberg Deas are husband and wife. Bruce D. Deas and Suzel Bozada-Deas are husband and wife. Paul A. Deas and Pamela Sue Deas are husband and wife.

Steven E. Deas, Bruce D. Deas, Paul A. Deas and Michael L. Deas are brothers and are the sons of Mario Edgar Deas.

Neither Deas Communications, Inc., Mario Edgar Deas, nor any of the other officers or directors of Deas Communications, Inc. has now or has ever had any ownership or other interest in any of the media of mass communication.

HBI nonvoting shareholder Batista Viera holds the following broadcast interests:

> Ethnic Radio of Los Banos, Inc. ("Ethnic Radio"), the licensee of standard radio station KLBS, Los Banos, California, is 100% owned by Batista Vieira and his wife, Dolores M. Vieira. Mr. Vieira is also President and a director of Ethnic Radio. Batista Vieira and Dolores Vieira also jointly own 63.32% of the stock of Coyote Communications, Inc., licensee of FM radio station KSQQ, Morgan Hill, California. Batista Vieira is also President and a director of Coyote. Batista Vieira is Vice President/Director/ Secretary/Treasurer and 100% shareholder of VLB Broadcasting, Inc., licensee of FM radio station KQLB, Los Banos, California.
>
> Batista Vieira also holds 4000 Class B Common Nonvoting shares, constituting all of the outstanding nonvoting shares (40% of the total outstanding equity) of J.B. Broadcasting, Inc. ("J.B."), applicant for a new FM radio station in Patterson, California (File No. BPH-920514MN). J.B. has entered into a settlement agreement with the remaining applicants in the Patterson proceeding which, if approved, will result in the award of the construction permit to J.B.

Auxiliary Power. In the event that its application is granted, Deas will install auxiliary power generators to maintain station operation should the power supplied by the local utility fail or be interrupted.

APPENDIX A

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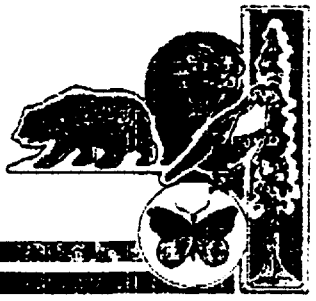

State of California
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

FEB - 6 1991

March Fong Eu

Secretary of State

1680640

ENDORSED
FILED
In the office of the Secretary of State
of the State of California

FEB 6 1991

MARCH FONG EU, Secretary of State

ARTICLES OF INCORPORATION

OF

DEAS COMMUNICATIONS, INC.

I. NAME

The name of the corporation is DEAS COMMUNICATIONS, INC.

II. PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code, including, but not limited to the following media enterprise activities:

A. To purchase, lease, or otherwise acquire, build, construct, establish, use, maintain, manage, operate, repair, sell or otherwise dispose of, contract with respect to, and otherwise deal in and with respect to, radio and television broadcast statements, transmitters, and studios, for the broadcast, rebroadcast, telecast, retelecast, transmission, retransmission, generation, publication, reproduction, dissemination, relay, distribution, collection re reception by electricity, magnetism or electromagnetic or radio waves, radio, wire, cable or other methods or means of communications (including but not limited to aural broadcasting, amplitude or frequency modulation, television facsimile, wire, radio, telephone, telegraph, and any other means or methods now or hereafter known, devised or discovered) or writing, signs, signals, light, heat and energy in any form, separately or in combination, and including experimental and relay plants, wires, circuits, and any and all apparatus, equipment, instruments, systems, and devices, incidental or necessary thereto; and

B. To apply to the Federal Communications commission of the United States or other agency, body, office, administrator, commission, or authority and to receive, hold, and enjoy and dispose of any and all licenses, permits, authorizations and grants necessary, appropriate, or convenient therefor.

III. AGENT FOR SERVICE OF PROCESS

The name and address in this state of the corporation's initial agent for service of process is: JAMES R. MAZZONI, JR., c/o PASSALACQUA, MAZZONI & GLADDEN, 150 Matheson Street, Healdsburg, CA 95448

IV. COMPLEX STOCK STRUCTURE

The corporation is authorized to issue two classes of shares to be designated "preferred" and "common," herein referred to as "preferred

ARTICLES OF INCORPORATION

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A. To purchase, lease, or otherwise acquire, build, construct, establish, use, maintain, manage, operate, repair, sell or otherwise dispose of, contract with respect to, and otherwise deal in and with respect to, radio and television broadcast statements, transmitters, and studios, for the broadcast, rebroadcast, telecast, retelecast, transmission, retransmission, generation, publication, reproduction, dissemination, relay, distribution, collection re reception by electricity, magnetism or electromagnetic or radio waves, radio, wire, cable or other methods or means of communications (including but not limited to aural broadcasting, amplitude or frequency modulation, television facsimile, wire, radio, telephone, telegraph, and any other means or methods now or hereafter known, devised or discovered) or writing, signs, signals, light, heat and energy in any form, separately or in combination, and including experimental and relay plants, wires, circuits, and any and all apparatus, equipment, instruments, systems, and devices, incidental or necessary thereto; and

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IV. COMPLEX STOCK STRUCTURE

The corporation is authorized to issue two classes of shares to be designated "preferred" and "common," herein referred to as "preferred

shares" or "preferred stock" and "common shares" or "common stock," respectively. The total number of common shares authorized is 1,000,000 shares. The total number of preferred shares authorized is 1,000,000 shares. The preferred shares shall be nonvoting, non redeemable, fully participating, cumulative and nonconvertible, with the rights, preference, privileges and restrictions hereinafter granted or imposed.

V. RIGHTS, PREFERENCES, PRIVILEGES AND RESTRICTIONS

The rights, preferences, privileges, and restrictions granted to or imposed on preferred shares are as follows:

(a) Dividends:

1. Cumulative Rights: The holders of the preferred shares shall be entitled to receive dividends, when and as declared by the Board of Directors, out of any funds legally available therefor, at the rate of five cents ($.05) per share per annum, payable in cash quarterly in the months of January, April, July and October, or at such intervals as the Board of Directors may from time to time determine. Such dividends shall accrue from the date of issuance of the respective shares and shall be deemed to accrue from day to day whether or not earned or declared. Such dividends shall be payable before any dividends shall be declared, set apart, or paid for the common shares, and shall be cumulative so that if for any dividend period such dividends on the outstanding preferred shares at the rate herein specified are not paid or declared and set apart therefor, the deficiency shall be fully paid or declared and set apart for payment, without interest, before any distribution, by dividend or otherwise, shall be paid on, declared, or set apart for the common shares.

2. Full Participation: If the Board of Directors shall elect to make further distribution of dividends after all cumulative dividends on the preferred shares, as required by subparagraph (1) of this paragraph (a), have been paid or declared and set apart for payment to holders of the preferred shares, such dividends shall be made equally to all outstanding shares, preferred and common.

(b) Liquidation Preference: On any voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the holders of the preferred shares shall receive the sum of One and 05/100 Dollars ($1.05) per share, plus all accrued and unpaid dividends, before any amount shall be paid to the holders of the common shares, and, after payment to the holders of the common shares of the sum of one dollar ($1.00) per share, the remaining assets of the corporation shall be distributed equally to all shares, preferred and common. In the event that the assets of the corporation are insufficient to permit full payment to the preferred shareholders as herein provided, then those assets shall be distributed ratably among the outstanding preferred shares. A merger of the corporation with or into any other corporation, or a sale of all or substantially all of the assets of the corporation, shall not be deemed a liquidation, dissolution, or winding up of the corporation within the meaning of this paragraph.

(c) Nonredeemable: Except as otherwise required by law, the preferred shares shall not be redeemable, either in whole or in part; and shall not be convertible to common stock, either in whole or in part.

(d) Nonvoting: Except as otherwise provided in these Articles or by law, the holders of the common shares shall have exclusive voting rights and powers, including the exclusive right to notice of shareholders' meetings.

(e) Protective Provisions: So long as any preferred shares are issued and outstanding, the corporation shall not, without first obtaining the affirmative vote or written consent of not less than two-thirds (2/3) of such outstanding preferred shares:

1. Alter or change any of the rights, preferences, privileges, or restrictions herein provided for so as to affect the preferred shares adversely, except in the manner and for the protective purposes specified in paragraph (e) of this Article V; or

2. Increase the authorized number of preferred shares; or

3. Create any other class of preferred shares; or

4. Reclassify any common shares to give them a preference or priority as to dividends or assets superior to or on a parity with the preferred shares; or

5. Purchase or redeem any common shares; or

6. Make any provision in the Bylaws restricting the right to transfer or hypothecate preferred shares unless such provision is required by California or federal law; or

7. Sell or otherwise dispose of all or substantially all of the property, assets, or business of the corporation unless such transaction is in the ordinary course of business of the corporation; or

8. Merge with any other corporation, except a wholly owned subsidiary corporation with the requisite shareholder approval, unless each holder of preferred shares immediately prior to such merger shall retain or receive the same number of preferred shares of the surviving corporation, and such shares so received are entitled to the same rights, preferences, powers, and privileges, and the benefit of the same restrictions.

(f) Restrictions on Acts of Preferred Shareholder: No preferred shareholder may do any of the following acts:

(1) Own or hold title, whether legal or equitable, to any common shares of the corporation;

(2) Act as an employee or agent of, or independent contractor to the corporation, if his/her function would directly or indirectly relate in any way to the corporation's media enterprise(s);

(3) Perform any services for the corporation which are or may in any way be related to the corporation's media enterprise activities; and

(4) Communicate with the corporation's media enterprise licensee, controlling principals or common shareholders with respect to any day to day operations of the corporation's media enterprise(s).

IN WITNESS WHEREOF, the undersigned, who re the incorporators of this corporation, have executed these Articles of Incorporation on February 4, 1991.

MARIO EDGAR DEAS

STATE OF CALIFORNIA

ss.

COUNTY OF Sonoma

On this 5th day of February, in the year 1991, before me, a Notary Public, State of California, duly commissioned and sworn, personally appeared Mario Edgar Deas personally known to me (or proved to me on the basis of satisfactory evidence) to be the person ... whose name ... subscribed to this instrument, and acknowledged that ... he ... executed it.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the ... County of Sonoma on the date set forth above in this certificate.

OFFICIAL SEAL
CATHERINE C. CRAFT
NOTARY PUBLIC-CALIFORNIA
Principal Office in SONOMA County
My Commission Expires April 23, 1991

Notary Public, State of California

My commission expires _____

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Cowdery's Form No. 32 — Acknowledgement to Notary Public — Individuals — (C.C. Sec. 1189) — (Rev. 1/83)

APPENDIX B

BYLAWS FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED BY STATUTE OR ITS ARTICLES OF INCORPORATION OF DEAS COMMUNICATIONS, INC. CALIFORNIA CORPORATION

ARTICLE I. OFFICES

Section 1. Principal Executive Office. The principal executive office of the corporation is hereby fixed and located at: 126 Mill Street, Healdsburg, California.

The Board of Directors (herein called the "Board") is hereby granted full power and authority to change said principal executive office from one location to another. Any such change shall be noted on the Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2. Other Offices. Branch or subordinate offices may at any time be established by the Board at any place or places.

ARTICLE II. SHAREHOLDERS

Section 1. Place of Meetings. Meetings of shareholders shall be held either at the principal executive office of the corporation or at any other place within or without the State of California which may be designated either by the Board or by the written consent of all persons entitled to vote thereat, given either before or after the meeting and filed with the Secretary.

Section 2. Annual Meetings. The annual meetings of shareholders shall be held on:

Date: Last Monday in January
Time: 12:00 Noon

or such other date or such other time as may be fixed by the Board; provided, however, that should said day fall upon a Saturday, Sunday, or legal holiday observed by the corporation at its principal executive office, then any such annual meeting of shareholders shall be held at the same time and place on the next day thereafter ensuing which is a full business day. At such meetings directors shall be elected and any other proper business may be transacted.

Section 3. Special Meetings. Special meetings of the shareholders may be called at any time by the Board, the Chairman of the Board, the President, or by the holders of shares entitled to cast not less than 10 percent of the votes at such meeting. Upon request in writing to the Chairman of the Board, the President, any Vice President or the Secretary by any person (other than the Board) entitled to call a special meeting of shareholders, the officer

forthwith shall cause notice to be given to the shareholders entitled to vote that a meeting will be held at a time requested by the person or persons calling the meeting, not less than 35 nor more than 60 days after the receipt of the request. If the notice is not given within 20 days after receipt of the request, the persons entitled to call the meeting may give the notice.

Section 4. Notice of Annual or Special Meeting. Written notice of each annual or special meeting of shareholders shall be given not less than 10 nor more than 60 days before the date of the meeting to each shareholder entitled to vote thereat. Such notice shall state the place, date, and hour of the meeting and (i) in the case of a special meeting the general nature of the business to be transacted, and no other business may be transacted, or (ii) in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the shareholders, but, subject to the provisions of applicable law, any proper matter may be presented at the meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of nominees intended at the time of the notice to be presented by management for election.

Notice of a shareholders meeting shall be given either personally or by mail or by other means of written communication, addressed to the shareholder at the address of such shareholder appearing on the books of the corporation or given by the shareholder to the corporation for the purpose of notice; or, if no such address appears or is given, at the place where the principal executive office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal executive office is located. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient.

Section 5. Quorum. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum.

Section 6. Adjourned Meeting and Notice Thereof. Any shareholders' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares, the holders of which are either present in person or represented by proxy thereat, but in the absence of a quorum (except as provided in Section 5 of this Article) no other business may be transacted at such meeting.

It shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken; provided, however, when any shareholders' meeting is adjourned for more than 45 days

or, if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of an original meeting.

Section 7. Voting. The shareholders entitled to notice of any meeting or to vote at any such meeting shall be only persons in whose name common shares stand on the stock records of the corporation on the record date determined in accordance with Section 8 of this Article.

Voting shall in all cases be subject to the provisions of Chapter 7 of the California General Corporation Law and to the following provisions:

(a) Subject to clause (g), shares held by an administrator, executor, guardian, conservator or custodian may be voted by such holder either in person or by proxy, without a transfer of such shares into the holder's name; and shares standing in the name of a trustee may be voted by the trustee, either in person or by proxy, but no trustee shall be entitled to vote shares held by such trustee without a transfer of such shares into the trustee's name.

(b) Shares standing in the name of a receiver may be voted by such receiver; and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into the receiver's name if authority to do so is contained in the order of the court by which such receiver was appointed.

(c) Subject to the provisions of Section 705 of the California General Corporation Law, and except where otherwise agreed in writing between the parties, a shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

(d) Shares standing in the name of a minor may be voted and the corporation may treat all rights incident thereto as exercisable by the minor, in person or by proxy, whether or not the corporation has notice, actual or constructive, of the nonage, unless a guardian of the minor's property has been appointed and written notice of such appointment given to the corporation.

(e) Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent or proxyholder as the bylaws of such other corporation may prescribe or, in the absence of such provision, as the Board of Directors of such other corporation may determine or, in the absence of such determination, by the chairman of the board, president or any vice president of such other corporation, or by any other person authorized to do so by the Board, president or any vice president of such other corporation. Shares which are purported to be voted or any proxy purported to be executed in the name of a corporation (whether or not any title of the person signing is indicated) shall be presumed to be voted or the proxy executed in accordance with the provisions of this subdivision, unless the contrary is shown.

(f) Shares of the corporation owned by any subsidiary shall not be entitled to vote on any matter.

(g) Shares held by the corporation in a fiduciary capacity, and share of the corporation held in a fiduciary capacity by any subsidiary, shall not be entitled to vote on any matter, except to the extent that the seller or beneficial owner possesses and exercises a right to vote or to give the corporation binding instructions as to how to vote such shares.

(h) If shares stand of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, voting trustees, persons entitled to vote under a shareholder voting agreement or otherwise, or if two or more persons (including proxyholders) have the same fiduciary relationship respecting the same shares, unless the secretary of the corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect:

(i) If only one votes, such act binds all;

(ii) If more than one vote, the act of the majority so voting binds all;

(iii) If more than one vote, but the vote is evenly split on any particular matter, each faction may vote the securities in question proportionately.

If the instrument so filed or the registration of the shares shows that any such tenancy is held in unequal interests, a majority or even split for the purpose of this section shall be a majority or even split in interest.

Subject to the following sentence and to the provisions of Section 708 of the California General Corporation Law, every shareholder entitled to vote at any election of directors may cumulate such shareholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which the shareholder's shares are entitled, or distribute the shareholder's votes on the same principle among as many candidates as the shareholder thinks fit. No shareholder shall be entitled to cumulate votes for any candidate or candidates pursuant to the preceding sentence unless such candidate or candidates' names have been placed in nomination prior to the voting and the shareholder has given notice, at the meeting prior to the voting of the shareholder's intention to cumulate the shareholder's votes. If any one shareholder has given such notice, all shareholders may cumulate their votes for candidates in nomination.

Elections need not be by ballot; provided however, that all elections for directors must be by ballot upon demand made by a shareholder at the meeting and before the voting begins.

In any election of directors, the candidates receiving the highest number of votes of the shares entitled to be voted for them up to the number

of directors to be elected by such shares are elected.

Section 8. Record Date. The Board may fix, in advance, a record date for the determination of the shareholders entitled to notice of any meeting or to vote or entitled to receive payment of any dividend or other distribution, or any allotment of rights, or to exercise rights in respect of any other lawful action. The record date so fixed shall be not more than 60 nor less than 10 days prior to the date of the meeting nor more than 60 days prior to any other action. When a record date is so fixed, only shareholders of record on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution, or allotment of rights, or to exercise of the rights, as the case may be, notwithstanding any transfer of shares on the books of the corporation after the record date. A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting. The Board shall fix a new record date if the meeting is adjourned for more than 45 days.

If no record date is fixed by the Board, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the business day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held. The record date for determining shareholders for any purpose other than set forth in this Section 8 or Section 10 of this Article shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth day prior to the date of such other action, whichever is later.

Section 9. Consent of Absentees. The transactions of any meeting of shareholders, however, called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of shareholders need be specified in any written waiver of notice, except as provided in Section 601(f) of the California General Corporation Law.

Section 10. Action Without A Meeting. Subject to Section 603 of the California General Corporation Law, any action which, under any provision of the California General Corporation Law, may be taken at any annual or special meeting of shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Unless a record date for voting purposes be fixed as provided in Section 8 of this Article, the record date for determining shareholders entitled to give consent pursuant to this Section 10 when no prior action by the Board has

been taken, shall be the day on which the first written consent is given.

Section 11. Proxies. Every person entitled to vote shares has the right to do so either in person or by one or more persons authorized by a written proxy executed by such shareholder and filed with the Secretary. Any proxy duly executed is not revoked and continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto by a writing delivered to the corporation stating that the proxy is revoked or by a subsequent proxy executed by, or by attendance at the meeting and voting in person by, the person executing the proxy; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of its execution unless otherwise provided in the proxy.

Section 12. Inspectors of Election. In advance of any meeting of shareholders, the Board may appoint any persons other than nominees for office as inspectors of election to act at such meeting and any adjournment thereof. If inspectors of election be not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any such meeting may, and on the request of any shareholder or shareholder's proxy shall, make such appointment at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more shareholders or proxies, the majority of shares present shall determine whether one or three inspectors are to be appointed.

The duties of such inspectors shall be as prescribed by Section 707(b) of the California General Corporation Law and shall include: determining the number of shares outstanding and the voting power of each; the shares represented at the meeting, the existence of a quorum; the authenticity, validity, and effect of proxies; receiving votes, ballots, or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents, determining when the polls shall close; determining the result; and doing such acts as may be proper to conduct the election or vote with fairness to all shareholders. If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

Section 13. Restriction on Transfer of Common Shares. The transfer of common shares of the corporation may be subject to prior approval of the Federal Communications Commission ("FCC") and, in such case, no transfer shall become effective until the prior approval of the FCC has been obtained.

ARTICLE III. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles, of these Bylaws, and of the California General Corporation Law relating to action required to be approved by the shareholders or by the outstanding shares, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the business of the corporation to a management company or other person provided that the

business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all other officers, agents, and employees of the corporation, prescribe the powers and duties for them as may not be inconsistent with law, or with the Articles or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and business of the corporation and to make such rules and regulations therefor not inconsistent with law, or with the Articles or these Bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal, and to prescribe the forms of certificates of stock, and to alter the form of such seal and of such certificates from time to time as in their judgment they may deem best.

(d) To authorize the issuance of shares of stock of the corporation from time to time, upon such terms and for such consideration as may be lawful.

(e) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities therefor.

Section 2. Number and Qualification of Directors. The authorized number of directors shall be not less than three (3) nor more than five (5), except as provided in Section 212(a) of the California General Corporation Law, until changed by amendment of the Articles or by a Bylaw duly adopted by the shareholders. The exact number of directors shall be fixed, within the limits specified, by the Board or the shareholders in the same manner provided in these Bylaws for the amendment hereof. The exact number of directors shall be three (3) until changed as provided in this Section 2.

Section 3. Election and Term of Office. The directors shall be elected at each annual meeting of shareholders but if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of shareholders held for that purpose. Each director shall hold office until the next annual meeting and until a successor has been elected and qualified.

Section 4. Vacancies. Any director may resign effective upon giving written notice to the Chairman of the Board, the President, Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies in the Board, including those existing as a result of a removal

of a director, may be filled by a majority of the remaining directors, through less than a quorum, or by a sole remaining director, and each director so elected shall hold office until the next annual meeting and until such director's successor has been elected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors be increased, or if the shareholders fail, at any annual or special meeting of shareholders at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

The Board may declare vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony.

The shareholders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. Any such election by written consent requires the consent of a majority of the outstanding shares entitled to vote. If the Board accepts the resignation of a director tendered to take effect at a future time, the Board or the shareholders shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation regular meetings shall be held at the principal executive office of the corporation.

Section 6. Regular Meetings. Immediately following each annual meeting of shareholders the Board shall hold a regular meeting for the purpose of organization, election of officers, and the regular transaction of other business.

Other regular meetings of the Board may be held without call on:

Date: First Monday in March, June and December
Time: 12:00 Noon

provided, however, should said day fall upon a Saturday, Sunday, or legal holiday observed by the corporation at its principal executive office, then said meeting shall be held at the same time on the next day thereafter ensuing which is a full business day. Call and notice of all regular meetings of the Board are hereby dispensed with.

Section 7. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the President, or the Secretary or by any two directors.

Special meetings of the Board shall be held upon four days' written notice or 48 hours' notice given personally or by telephone, telegraph, telex, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 8. Quorum. A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 9. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 10. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though had a meeting duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, the consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 12. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 14. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and also of its subsidiary corporations, domestic or foreign. Such inspection by a director may be made in person or by agent or attorney and includes the right to copy and obtain extracts.

Section 15. Committees. The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

(a) The approval of any action for which the General Corporation Law also requires shareholders' approval for approval of the outstanding shares;

(b) The filling of vacancies on the Board or on any committee;

(c) The fixing of compensation of the directors for serving on the Board or on any committee;

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amenable or repealable;

(f) A distribution to the shareholders of the corporation except at a rate or in a periodic amount or within a price range determined by the Board;

(g) The appointment of other committees of the Board or the members thereof.

Any such committee must be appointed by resolution adopted by a majority of the authorized number of directors and may be designated an Executive Committee or by such other name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each

meeting of each committee.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have, at the discretion of the Board, a chairman of the board, one or more vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of them shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors at any time, or, except in the case of an officer chosen by the Board, by an officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office.

Section 6. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 7. President. Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, if there be such an officer, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction,