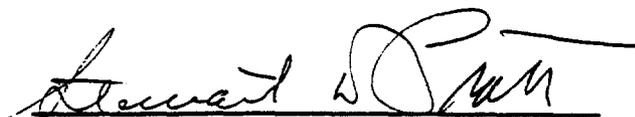


The undersigned incorporator certifies that he has examined the foregoing By-Laws and has adopted the same as the first By-Laws of the corporation; that said By-Laws contain specific and general provisions, which, in order to be operative, must be adopted by the incorporator or incorporators or the shareholders entitled to vote in the election of directors; and that he has adopted each of said specific and general provisions in accordance with the requirements of the Business Corporation Law.

Dated: 1/27 , 1994



STEWART D. PRATE Incorporator of PROFESSIONAL
BROADCASTING CORPORATION

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of the By-Laws of PROFESSIONAL BROADCASTING CORP. , a New York corporation, as in effect on the date hereof.

WITNESS my hand and the seal of the corporation.

Dated: January 27, 1994



FRANK B. DuROSS: Secretary of PROFESSIONAL
BROADCASTING CORPORATION

(SEAL)

City of Utica
County of Oneida
January 27 1994

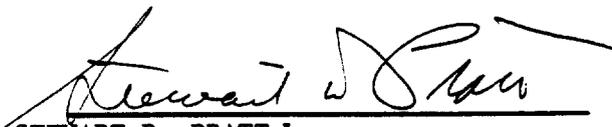
ORGANIZATION ACTION IN WRITING OF INCORPORATOR
OF

PROFESSIONAL BROADCASTING CORPORATION

(Organized January 4 , 1994)

The following action is taken this day through this instrument by the incorporator of the above-named corporation:

1. The adoption of the first By-Laws of the corporation, including any specific or general provisions therein as authorized and required by the Business Corporation Law.
2. The election of the following person[s] to serve as the director[s] of the corporation until the first annual meeting of shareholders:


STEWART D. PRATT, Incorporator

Election by a Small Business Corporation
 (Under section 1362 of the Internal Revenue Code)
 ▶ For Paperwork Reduction Act Notice, see page 1 of instructions.
 ▶ See separate instructions.

OMB No. 1545-0146
 Expires 11-30-93

Notes: 1. This election, to be treated as an "S corporation," can be accepted only if all the tests in General Instruction B are met; all signatures in Parts I and III are originals (no photocopies); and the exact name and address of the corporation and other required form information are provided.
 2. Do not file Form 1120S until you are notified that your election is accepted. See General Instruction E.

Part I Election Information

Please Type or Print	Name of corporation (see instructions) PROFESSIONAL BROADCASTING CORPORATION	A Employer identification number (see instructions)
	Number, street, and room or suite no. (If a P.O. box, see instructions.) 116 Business Park Drive	B Name and telephone number (including area code) of corporate officer or legal representative who may be called for information
	City or town, state, and ZIP code Utica, New York 13502	C Election is to be effective for tax year beginning (month, day, year) 1/1/94
D Is the corporation the outgrowth or continuation of any form of predecessor? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state name of predecessor, type of organization, and period of its existence ▶		E Date of incorporation 1/4/94
F Check here <input type="checkbox"/> if the corporation has changed its name or address since applying for the employer identification number shown in item A above.		G State of incorporation New York
H If this election takes effect for the first tax year the corporation exists, enter month, day, and year of the earliest of the following: (1) date the corporation first had shareholders, (2) date the corporation first had assets, or (3) date the corporation began doing business. ▶		
I Selected tax year: Annual return will be filed for tax year ending (month and day) ▶ December 31 If the tax year ends on any date other than December 31, except for an automatic 52-53-week tax year ending with reference to the month of December, you must complete Part II on the back. If the date you enter is the ending date of an automatic 52-53-week tax year, write "52-53-week year" to the right of the date. See Temporary Regulations section 1.441-2T(e)(3).		

J Name of each shareholder, person having a community property interest in the corporation's stock, and each tenant in common, joint tenant, and tenant by the entirety. (A husband and wife (and their estates) are counted as one shareholder in determining the number of shareholders without regard to the manner in which the stock is owned.)	K Shareholders' Consent Statement. We, the undersigned shareholders, consent to the corporation's election to be treated as an "S corporation" under section 1362(a). (Shareholders sign and date below.)		L Stock owned		M Social security number or employer identification number (see instructions)	N Shareholder's tax year ends (month and day)
	Signature	Date	Number of shares	Dates acquired		
Frank B. DuRoss, 22 Stonebridge Rd, New Hartford, N.Y. 13413	<i>Frank B DuRoss</i>		50	1/27/94	096 38 4532	12/31
Kenneth F. Roser, Jr., 5819 Graham Rd., Utica, N.Y. 13502	<i>Kenneth F Roser Jr</i>		50	1/27/94	071-52-7629	12/31

*For this election to be valid, the consent of each shareholder, person having a community property interest in the corporation's stock, and each tenant in common, joint tenant, and tenant by the entirety must either appear above or be attached to this form. (See instructions for Column K if continuation sheet or a separate consent statement is needed.)

Under penalties of perjury, I declare that I have examined this election, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of officer ▶ *[Signature]* Title ▶ *Pres* Date ▶ *1/27/94*
 See Parts II and III on back. Form **2553** (Rev. 12-90)

PROFESSIONAL BROADCASTING CORPORATION

EXHIBIT TWO

TO

**JOINT PETITION FOR APPROVAL OF SETTLEMENT AGREEMENT
LEAVE TO FILE AMENDMENT
AND
WITHDRAWAL OF APPLICATION**

PROFESSIONAL BROADCASTING CORPORATION

EXHIBIT TWO

A) DECLARATION OF FRANK B. DuROSS

B) DECLARATION OF KENNETH F. ROSER

DECLARATION OF KENNETH F. ROSER, JR.

I, Kenneth F. Roser, Jr., hereby declare:

1) I have entered into a Settlement Agreement with Frank B. DuRoss to remove a conflict between applications pending before the Federal Communications Commission in MM Docket No. 93-264. Under the terms of the Settlement Agreement, I have agreed to amend my application to reflect a new, controlling entity: Professional Broadcasting Corporation. I will own 50% of this entity and Mr. Frank B. DuRoss will own 50%. Mr. DuRoss will voluntarily dismiss his application.

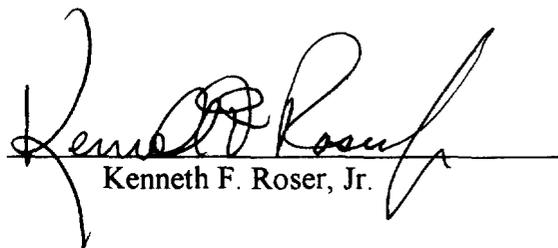
2) I and Frank B. DuRoss will each pay our own legal and engineering expenses associated with the prosecution of our individual applications and we will each pay 50% of the costs associated with the construction and operation of the station.

3) This Settlement Agreement is in the public interest as it will expedite the resolution of the conflict between the sole remaining applicants, conserve the Commission's resources and allow the prompt construction of the station initiating new FM service to Whitesboro, New York.

4) My application was not filed for the purpose of reaching or carrying out a settlement.

5) Other than the Agreement provided in Exhibit Three (Memorandum of Understanding), attached, there is no other agreement between the parties regarding this settlement. I have not promised, paid, been promised or received any other consideration with regard to this settlement.

Executed on this 3 day of February, 1994.


Kenneth F. Roser, Jr.

DECLARATION OF FRANK B. DuROSS

I, Frank B. DuRoss, hereby declare:

1) I have entered into this Settlement Agreement with Kenneth F. Roser, Jr. to remove a conflict between applications pending before the Federal Communications Commission in MM Docket No. 93-264. Under the terms of the Settlement Agreement, I have agreed to dismiss my application (FCC File No. BPH-920512MC) and acquire a 50% interest in the amended application of Kenneth F. Roser, Jr. (Professional Broadcasting Corporation).

2) I and Kenneth F. Roser, Jr. will each pay our own legal and engineering expenses associated with the prosecution of our individual applications and we will each pay 50% of the costs associated with the construction and operation of the station.

3) This Settlement Agreement is in the public interest as it will expedite the resolution of the conflict between the sole remaining applicants, conserve the Commission's resources and allow the prompt construction of the station initiating new FM service to Whitesboro, New York.

4) My application was not filed for the purpose of reaching or carrying out a settlement.

5) Other than the Agreement provided in Exhibit Three (Memorandum of Understanding), attached, there is no other agreement between the parties regarding this settlement. I have not promised, paid, been promised or received any other consideration with regard to this settlement.

Executed on this 4 day of February, 1994.



Frank B. DuRoss

PROFESSIONAL BROADCASTING CORPORATION

EXHIBIT THREE

TO

**JOINT PETITION FOR APPROVAL OF SETTLEMENT AGREEMENT
LEAVE TO FILE AMENDMENT
AND
WITHDRAWAL OF APPLICATION**

PROFESSIONAL BROADCASTING CORPORATION

EXHIBIT THREE

MEMORANDUM OF UNDERSTANDING

MEMORANDUM OF UNDERSTANDING

Memorandum of Understanding dated this _____ day of December, 1993, by and between FRANK B. DUROSS, (hereinafter called "DUROSS") 116 Business Park Drive, Utica, New York 13502, and KENNETH F. ROSER, JR., (hereinafter called "ROSER") 5819 Graham Road, Utica, New York 13502.

WHEREAS, DUROSS and ROSER are the two remaining competitors for Federal Communications Commissions License for F.M. Radio Station at Whitesboro, New York; and

WHEREAS, DUROSS and ROSER desire to resolve their competitions, merge resources and efforts, and obtain the subject F.C.C. issued F.M. Radio Station license, the intended licensee to be a corporation organized under the Business Corporation Law of the State of New York, of which DUROSS and ROSER shall be equal shareholders and the only directors, and upon such other terms as are generally outlined and understood between the parties as set forth below.

1. Corporate Matters. The licensee corporation shall be established and structured generally as follows:

1.1 Certificate of Incorporation shall state - one class of common stock; two hundred no par (200) shares authorized; shares issued equally to DUROSS and ROSER; principal place of business at 116 Business Park Drive, Utica, New York.

1.2 The corporation shall initially elect Sub-Chapter "S" status.

1.3 Initial officers: ROSER President and Treasurer; DUROSS Vice-President and Secretary.

1.4 Corporate Purposes: communications and broadcasting. (marketing/advertising?)

1.5 Sale of stock by DUROSS and ROSER shall be restricted stock certificate lettered in accordance with buy/sell agreement to be drafted and approved by the attorneys for the respective parties.

2. Financial Matters. The finances of the corporation shall generally be as follows:

2.1 Capital contribution, losses and profits shall be equal.

2.2 There shall be required joint signature for banking transactions including issuance of checks and taking of loans.

2.2.1. A operating checking account with Ken Roser's signature only will be opened.

ASD
RR

2.3 Monthly Statements. The business shall be operated in such a manner that it is capable of and does issue monthly statements to shareholders.

2.4 Start-up Expenses.

2.4.1 O'Kane settlement shall be paid ~~equally~~ by the ~~parties~~ corporation.

2.4.2 Each of the parties shall pay his own license application related expenses to date.

2.4.3 Incorporation and F.C.C. licensing of the corporation shall be an expense of the corporation.

2.4.4 Each of the parties shall pay his own attorney's expenses related to the finalization of the merger.

2.4.5 Salaries to Principal. Unless otherwise expressly agreed in writing, salaries to ROSER shall be \$400.00 per week and DUROSS \$200.00 per week.

2.4.6 Corporate Accountant. DUROSS shall have the right to select the initial accountants for the corporation. His initial selection is Moore and Hart, C.P.A.'s of Utica, New York, and/or Ernst and Young, C.P.A.'s of Syracuse, New York. Changes shall be upon approval of both DUROSS and ROSER.

3. Management. The company shall be generally managed as follows:

3.1 DUROSS and ROSER shall agree upon a business plan, budget and corporate policy.

3.2 ROSER, as President, shall be the C.E.O. and shall manage the day to day operations of the company, but in consultation with DUROSS. As C.E.O., ROSER shall operate the corporation with the business plan and policy and in accordance with established budgets.

3.3 Major corporate decisions require joint approval, e.g. construction contracts, tower leasing, contracts for more than six (6) months, officers' salaries, borrowing, mortgaging of corporate assets, purchase and sale of real estate, and other significant non-day-to-day endeavors.

3.4 Among the goals to be stated in the business plan and policy is that the corporation shall be self-sustaining without further contribution from ROSER and DUROSS within six (6) to twelve (12) months of licensing.

3.5 DUROSS shall have the right to select the corporate attorney. The initial selection is Stewart D Pratt of Utica, New York. Changes shall be upon approval of both DUROSS and ROSER.

4. Confidentiality. The parties acknowledge that in the course of the merger procedure hereunder contemplated, each will come into the possession of confidential information, both business and personal, about the other. Each promises and covenants to hold such information private and confidential, to not divulge such information except with the express permission of the other, and to use such information only in the context of the contemplated merger and not for any other purpose.

5. Compliance with F.C.C. Laws, Rules, and Regulations. This memorandum and subsequent formal agreement are intended to be and shall be strict compliance with F.C.C. laws, rules, and regulations. Merger is expressly conditioned upon all required regulatory approvals whether from F.C.C. or other governmental agencies.

6. Personal Representations. Each of the parties hereto represents and warrants to the other that he is of good name, fame, and repute, that he has never been convicted of a crime, that he is not now individually or corporately under investigation by any law enforcement or regulatory agency (except F.C.C. in this proceeding) that he is solvent and that he knows of no legal or factual impediment to the making and performing of the agreement hereunder contemplated.

~~7. More Formal Contract and Due Diligence. The parties acknowledge that this Memorandum of Understanding is not a binding merger agreement, and that a more formal agreement and related documents shall be prepared by an attorney chosen by DUROSS subject to comment and approval of an attorney selected by ROSER. Each party shall exercise good faith and due diligence to perform all obligations reasonably upon him to perform and to cooperate in order to complete the transactions herein contemplated.~~

Dated: ~~December~~ ^{JANUARY} 19, 1994

Frank R. Duross
FRANK R. DUROSS

Kenneth F. Roser, Jr.
KENNETH F. ROSER, JR.

FBD
KR

FBD
KR

FBD KR

PROFESSIONAL BROADCASTING CORPORATION

EXHIBIT FOUR

TO

**JOINT PETITION FOR APPROVAL OF SETTLEMENT AGREEMENT
LEAVE TO FILE AMENDMENT
AND
WITHDRAWAL OF APPLICATION**

PROFESSIONAL BROADCASTING CORPORATION

EXHIBIT FOUR

WITHDRAWAL OF APPLICATION OF FRANK B. DuROSS

**Before The
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In re Applications of:)
)
FRANK B. DUROSS) FCC File No. BPH-920512MC
)
KENNETH F. ROSER, JR.) FCC File No. BPH-920513MI
)
For Construction Permit) MM Docket No. 93-264
For a New FM Station on Channel 250A)
in Whitesboro, New York)

TO: The Honorable Joseph P. Gonzales
Administrative Law Judge

WITHDRAWAL APPLICATION OF FRANK B. DuROSS

I, Frank B. DuRoss, hereby state as follows:

1) In consideration of the Merger Agreement and the "Memorandum of Understanding" between me and Kenneth F. Roser, Jr., I hereby voluntarily withdraw my application (BPH-920512MC) from further prosecution in the Whitesboro, New York FM Proceeding (MM Docket No. 93-264).

2) The voluntary withdrawal of my application is expressly contingent upon the following:

- a) The denial of my “Motion to Enlarge Issues” against the application of Kenneth F. Roser, Jr. (BPH-920513MI). Toward that end, and in conjunction with this Settlement Agreement, I hereby also withdraw that “Motion to Enlarge Issues.”

- b) Grant of the “Joint Request for Approval of Settlement Agreement” between me and Kenneth F. Roser, Jr.

- c) Grant of the associated “Petition for Leave to File Amendment” to the application of Kenneth F. Roser, Jr. and Commission acceptance of that “Amendment,” as requested in the “Petition for Leave to File Amendment.”

Should these contingencies not be satisfied, I shall continue as an applicant in this proceeding and shall be entitled to a full "hearing" on the merits of my individual application.

Respectfully submitted,

By: 
Frank B. DuRoss

Dated: 2/4/94

CERTIFICATE OF SERVICE

I, Shaun A. Maher, an attorney in the law firm of Smithwick & Belendiuk, P.C., certify that on this 8th day of February, 1994, copies of the foregoing were mailed via first class mail, postage pre-paid, to the following:

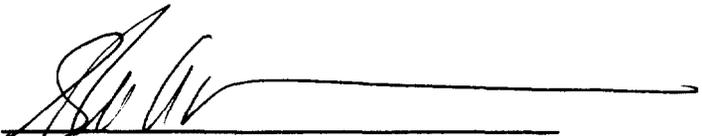
The Honorable Joseph P. Gonzalez (*)
Administrative Law Judge
Federal Communications Commission
2000 L Street, N.W.
Room 221
Washington, DC 20554

James Shook, Esq. (*)
Hearing Branch
Federal Communications Commission
2025 M Street, N.W.
Room 7212
Washington, DC 20554

Richard J. Hayes, Jr., Esq.
13809 Black Meadow Rd.
Greenwood Plantation
Spotsylvania, VA 22553
Co-Counsel for Kenneth F. Roser, Jr.

J. Richard Carr, Esq.
P.O. Box 70725
Chevy Chase, MD 20813-0725
Co-Counsel for Kenneth F. Roser, Jr.

(*): By Hand Delivery



Shaun A. Maher