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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"KZKX-FM, INC.", A COLORADO CORPORATION,

WITH AND INTO "TRIATHLON BROADCASTING OF LINCOLN, INC."
UNDER THE NAME OF "TRIATHLON BROADCASTING OF LINCOLN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JANUARY, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2523465 8100M

960324928

AUTHENTICATION: 8182678

DATE: 11-07-96

MT

CERTIFICATE OF MERGER

OF

KZKX-FM, INC.

AND

TRIATHLON BROADCASTING OF LINCOLN, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) KZKX-FM, Inc., which is incorporated under the laws of the State of Colorado; and

(ii) Triathlon Broadcasting of Lincoln, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by KZKX-FM, Inc. in accordance with Section 7-111-107 of the Colorado Business Corporation Act and by Triathlon Broadcasting of Lincoln, Inc. in the same manner as is provided in Sections 251 and 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Triathlon Broadcasting of Lincoln, Inc., which will continue its existence as said surviving corporation under Triathlon Broadcasting of Lincoln, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Triathlon Broadcasting of Lincoln, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

750 B Street, Suite 1920
San Diego, CA 92101

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of KZKX-FM, Inc. consists of 2,000,000 shares of Common Stock class A and class B of a par value of \$0.01 each and 245,000 Preferred Shares of a par value of \$10.00 each.

8. The Agreement and Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on January 26, 1996.

Dated: January 26, 1996.

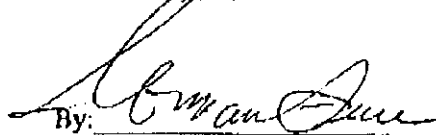
Triathlon Broadcasting of Lincoln, Inc.

By: 

Name: Norman Feuer
Title: President and C.E.O.

Dated: January 26, 1996.

KZKX-FM, Inc.

By: 

Name: Norman Feuer
Title: President and C.E.O.

LOT FOUR HUNDRED (400), IRREGULAR TRACTS IN THE SOUTHWEST QUARTER (SW 1/4) OF SECTION 32, TOWNSHIP 10 NORTH, RANGE 7 EAST OF THE 6TH P.M., LANCASTER COUNTY, NEBRASKA; AND THE EAST 150 FEET OF OUTLOT "A", PRAIRIE VALLEY ADDITION, LINCOLN, LANCASTER COUNTY, NEBRASKA.

THAT PART OF THE NORTH HALF OF THE SOUTHEAST QUARTER OF SECTION 3, TOWNSHIP 13 NORTH, RANGE 5 EAST OF THE 6TH P.M., SAUNDERS COUNTY, NEBRASKA, DESCRIBED AS BEGINNING AT THE SOUTHEAST CORNER OF SAID N 1/2 SE 1/4, THENCE NORTH 800 FEET, THENCE WEST 800 FEET, THENCE SOUTH 800 FEET TO THE SOUTH LINE OF SAID N 1/2 SE 1/4, THENCE EAST 800 FEET TO THE POINT OF BEGINNING; EXCEPT ANY PART THEREOF CONVEYED TO THE STATE OF NEBRASKA FOR HIGHWAY PURPOSES AND AS DESCRIBED IN DEED RECORDED IN BOOK 102, PAGE 539, RECORDS OF SAUNDERS COUNTY, NEBRASKA.

THE SOUTH HALF OF THE NORTHEAST QUARTER (S 1/2 NE 1/4) OF SECTION 5, TOWNSHIP 6 NORTH, RANGE 6 EAST OF THE 6TH P.M., GAGE COUNTY, NEBRASKA.

LOTS ONE HUNDRED FIFTY-FIVE (155) AND EIGHTY-THREE (83), IRREGULAR TRACTS, IN THE SOUTHWEST QUARTER OF SECTION 8, TOWNSHIP 9 NORTH, RANGE 7 EAST OF THE 6TH P. M., LINCOLN, LANCASTER COUNTY, NEBRASKA.

LOTS A, B, C, G AND H, OF COUNTY CLERK'S SUBDIVISION OF LOTS ONE (1), TWO (2), THREE (3), FOUR (4), FIVE (5) AND SIX (6), BLOCK FIFTY-FOUR (54), LINCOLN, LANCASTER COUNTY, NEBRASKA.

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