

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
FORESITE MEDIA, LLC**

We, the undersigned, desiring to form a limited liability company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the limited liability company is ForeSite Media, LLC.
2. The existence of the limited liability company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and its duration shall be perpetual; provided, however, that the limited liability company shall be dissolved (a) upon the written consent of all of the members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.
3. The purpose for which this limited liability company is organized is to develop specific opportunities to move or modify radio stations, to acquire, own, lease, manage, sell and otherwise deal in radio stations and to engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Alabama.
4. The location and mailing address of the initial registered office shall be 22 Inverness Center Parkway, Suite 500, Birmingham, Alabama, 35242, and the name of the initial registered agent at said address shall be Andrew L. Kizer.
5. The names and mailing addresses of the initial members of the limited liability company are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
John W. McRoberts	4113 Old Leeds Lane Mountain Brook, AL 35213
Andrew L. Kizer	838 Willow Oak Drive Hoover, AL 35244
Michael L. Smith	2076 Columbiana Road Birmingham, AL 35216
D. Taylor Robinson	3701 Mountain Park Drive Mountain Brook, AL 35213
Charles F. Armstrong	9 Clarendon Road Mountain Brook, AL 35213

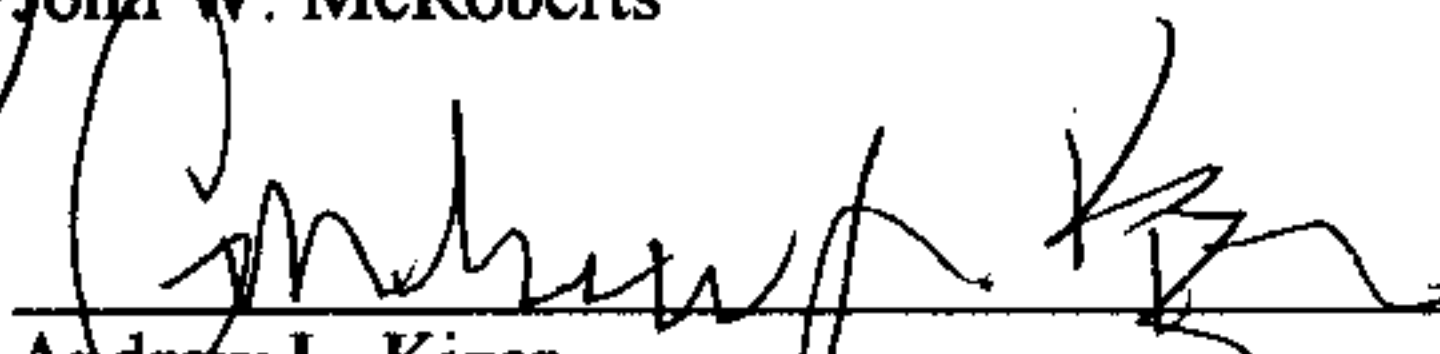
6. The members of the limited liability company shall have the right to admit additional members to the limited liability company upon the unanimous consent of all the members of the limited liability company.

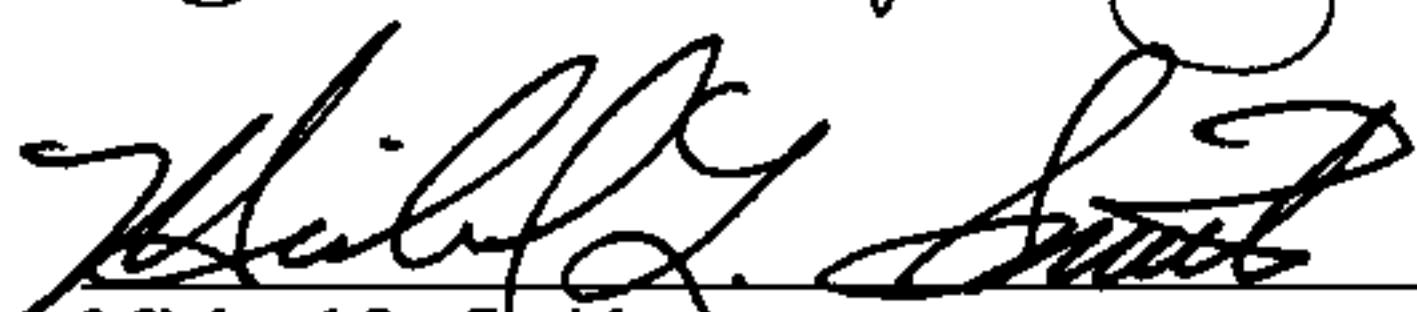
7. The limited liability company shall be managed by managers who shall serve as managers until their successors are elected and qualified. The names and mailing addresses of the initial managers are as follows:


<u>NAME</u>	<u>MAILING ADDRESS</u>
Charles F. Armstrong	9 Clarendon Road Mountain Brook, AL 35213
Andrew L. Kizer	838 Willow Oak Drive Hoover, AL 35244

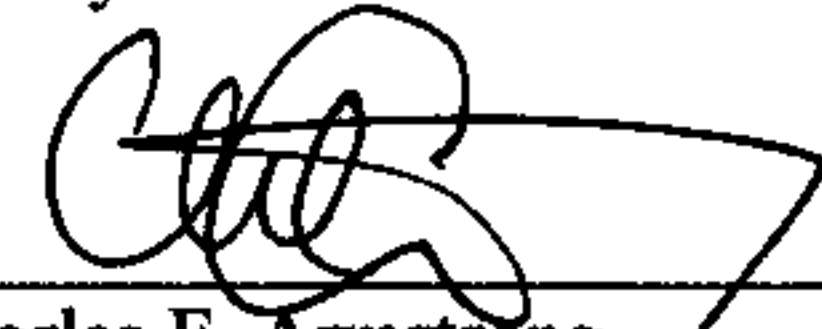
IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this 16th day of August 2001.


John W. McRoberts


Andrew L. Kizer


Michael L. Smith


D. Taylor Robinson


Charles F. Armstrong

(MEMBERS)

✓ This instrument was prepared by:
John H. Cooper, Esq.
Sirote & Permutt, P.C.
P.O. Box 55727
Birmingham, Alabama 35255-5727

Inst # 2001-35050