

Secretary of State
State of Alabama
I hereby certify that this is a true and complete
copy of the document filed in this office on

DATE: 12/26/13
12/30/13
[Signature]
Secretary of State



20140103000002130 1/3 \$52.00
Shelby Cnty Judge of Probate, AL
01/03/2014 08:17:11 AM FILED/CERT

**ARTICLES OF MERGER
OF
OKLAHOMA RADIO PARTNERS, LLC
WITH AND INTO
CITADEL BROADCASTING COMPANY**

Under Section 10A-1-8 of the
Alabama Limited Liability Company Act

Alabama
Sec. Of State
Merger
000-625
Date 12/26/2013
Time 17:00
131230 3 Pg
File \$100.00
Ackn \$.00
Exp \$100.00
Total \$200.00
09/006

Pursuant to Section 10A-1-8 of the Alabama Limited Liability Company Act (the "Act"), Citadel Broadcasting Company, a Nevada corporation (the "Company"), in connection with the merger of Oklahoma Radio Partners, LLC, an Alabama limited liability company and Aviation I, LLC, a Nevada limited liability company, with and into the Company (the "Merger"), hereby certifies as follows:

FIRST: The names and states of incorporation or formation, as applicable, of the Constituent Companies to the Merger (the "Constituent Companies") are as follows:

<u>Name</u>	<u>State of Incorporation or Formation</u>
917-657 Citadel Broadcasting Company	Nevada
453-070 Oklahoma Radio Partners, LLC	Alabama
NQ Aviation I, LLC	Nevada

SECOND: An Agreement and Plan of Merger, dated December 31, 2013, by and among, the Constituent Companies (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, executed and acknowledged by each of the Constituent Companies in accordance with Sections 264 and 228 of the DGCL, Section 10A-5-4.01(e) of the Alabama Limited Liability Company Act and Section 86.291 of the Nevada Revised Statutes.

THIRD: The Company shall be the surviving corporation of the Merger. The name of the surviving corporation is "Cumulus Radio Corporation" (the "Surviving Corporation").

FOURTH: The Merger shall become effective at 11:56 pm ET on December 31, 2013, upon the filing of a Certificate of Merger and Articles of Merger, as applicable, with the Secretary of State of the State of Delaware pursuant to the applicable provisions of the Delaware General Corporation Law, the Secretary of State of the State of Nevada pursuant to the Nevada Revised Statutes and the Secretary of the State of Alabama pursuant to the Alabama Limited Liability Company Act and such other documents as may be required by applicable law and the payment of all fees therefor, and the issuance by each of the Secretary of State of the State of Delaware, the Secretary of State of the State of Nevada and the Secretary of State of the State of Alabama of a certificate of merger or articles of merger, as applicable, in respect of the Merger.

FIFTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Corporation located at 3280 Peachtree Road N.W., Suite 2300, Atlanta, Georgia 30305.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder, member or any person holding an interest in any of the Constituent Companies.

SEVENTH: The Surviving Corporation agrees that it may be served with process by registered mail addressed to office of the Surviving Corporation located at 3280 Peachtree Road N.W., Suite 2300, Atlanta, Georgia 30305.

[Signature page follows.]

IN WITNESS WHEREOF, Company has caused this Certificate of Merger to be executed in its corporate name this 23rd day of December 2013.

CITADEL BROADCASTING COMPANY

By: _____

Name: Lewis W. Dickey, Jr.

Title: President and Chief Executive Officer

ATJ-2586610


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