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State of Rhode Island and Providence Plantations

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is Cirrus/Broadcast Acquisition, Inc.

~~XXXXXX Corporation pursuant to §7-1.1-1 of the General Laws, 1956, as amended, as the incorporator(s)~~

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To transact any lawful business for which corporations may be incorporated under the Rhode Island Business Corporation Act; and to have all of the powers conferred upon corporations organized under the Rhode Island Business Corporation Act.

Such lawful business to include, Without limitation, the owning, Acquiring and investing in the stock of other corporations and the manufacture of other corporations and the manufacture of radio broadcast equipment.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
(b) To sue and be sued, complain and defend, in its corporate name.
(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
(f) To lend money and to use its credit to assist its employees.
(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
(m) To make donations for the public welfare or for charitable, scientific or educational purposes.
(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 1000.....

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

all of which are of a par value of \$0.01 each, and all of which are one class and are common shares.

or

(b) *If more than one class:* Total number of shares .....

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine without first offering the same, or any thereof to any said holder.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

For the regulation of the business and the conduct of the affairs of the Corporation, it is further provided:

1. The personal liability of the directors of the Corporation is eliminated to the fullest extent permitted by the provisions of subsection (a)(6) of Section 7-1.1-48 of the Rhode Island Business Corporation Act, as the same may be amended and supplemented.

SEVENTH. The address of the initial registered office of the corporation is Suite 3-A, 101 Dyer Street, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: The Prentice-Hall Corporation System, Inc.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is one (1) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

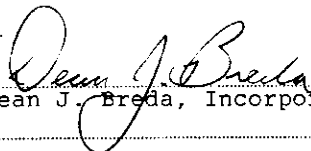
Name	Address
Howard M. Crow	44 Bedford Street, Concord, MA 01742
.....	.....
.....	.....
.....	.....
.....	.....
.....	.....

NINTH. The name and address of each incorporator is:

Name	Address
Dean J. Breda	Testa, Hurwitz & Thibeault
.....	Exchange Place
.....	53 State Street
.....	Boston, MA 02109
.....	.....
.....	.....

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): The date upon which the Secretary of State of Rhode Island issues a Certificate of Incorporation for the Corporation.

Dated March 2, 1990

  
Dean J. Breda, Incorporator

Massachusetts  
STATE OF ~~MASSACHUSETTS~~ } In the City } of Boston  
COUNTY OF Suffolk } ~~TOWN~~ }

in said county this 2nd day of March, A.D. 19<sup>90</sup>

then personally appeared before me Dean J. Breda

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

*Nancy T. Scott*  
Notary Public

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RECEIVED  
SECRETARY OF STATE  
CORPORATION DIV.  
MAR 5 9 38 AM '90

400

17854  
MAR 05 1990



**PRACTICE HALL LEGAL & FINANCIAL SERVICES**

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DATE: 3-5-90

TO: Larry -

FROM: Sam - Boston

Here is the purpose:

Such lawful business to include, without limitation, the owning, acquiring and investing in the stock of other corporations and the manufacture of radio broadcast equipment.

Thanks a lot for your help!

Oh, also, on the back of the duplicate articles, they filled in the place where the Secretary of State is supposed to. Can you please put a comma after Acquisition wherever it's supposed to be?

Thanks again!!!!!!