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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

Pursuant to the provisions of Sections 7-6-13 or 7-6-78 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is Starboard Media Foundation, Inc.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
222 JEFFERSON BLVD, STE 200 WARWICK, RI 02888
3. The address of the NEW registered office is:
155 South Main Street, Suite 301, Providence, Rhode Island 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
NATIONAL REGISTERED AGENTS, INC.
5. The name of the NEW registered agent is:
C T Corporation System
6. The address of the corporation's registered office and the address of the office of its registered agent, as changed, will be identical.
7. The change was authorized by resolution duly adopted by its board of directors.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 10/5/09

Starboard Media Foundation, Inc.

Print Corporate Name

By

Krestin Ables

Its President ☐ or Its Vice President ☒

Form No. 641
Revised: 12/05

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POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Starboard Media Foundation, Inc. d/b/a Relevant Radio, a Corporation incorporated under the laws of the state of Wisconsin and the direct or indirect owner of the subsidiary entities shown on Schedule A attached hereto, does hereby appoint Kristine Heiberger and Mary Beth Stallings, employees of CT Corporation and acting solely in the capacity as employees of CT Corporation, as attorney-in-fact for the Corporation to act for the Corporation and in the Corporation's name for the limited purposes authorized herein.

The Corporation and the subsidiary entities listed, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state to CT Corporation, as directed and authorized by the Corporation. The attorney-in-fact will not make such changes without the prior approval of the Corporation.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, Kristine Heiberger and Mary Beth Stallings shall exercise the power of Vice President, Secretary and/or Manager.

This Power of Attorney expires when revoked by the undersigned

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 11 day of September, 2009

Starboard Media Foundation, Inc. d/b/a Relevant Radio
A Wisconsin Corporation

By: 

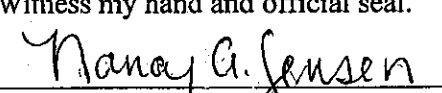
Name: Amy Vandenberg, CPA

Title: CFO

State of Wisconsin
County of Brown

On September 11, 2009 before me, the undersigned, a Notary Public in and for said State, personally appeared Amy Vandenberg, CFO personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed this instrument.

Witness my hand and official seal.


Nancy A. Jensen, Notary Public

my commission expires 8/22/2012

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my commission expires 8/22/2012