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State of Rhode Island and Providence Plantations

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

OUTLET COMMUNICATIONS, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Outlet Communications, Inc.

SECOND: The shareholders of the corporation on December 10, 19 86, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

"FIRST: The name of the corporation is
OUTLET BROADCASTING, INC."

"SIXTH: Supermajority Voting of Directors for
Certain Corporate Action."

Unless the following corporate action has been approved by 7 of the 9 Directors of the Corporation or, subsequent to the initial closing of the initial public offering of the Corporation's Senior Subordinated Notes Due December __, 1996, by 8 of the 11 Directors of the Corporation, the affirmative vote of the holders of more than (x) two-thirds of the issued and outstanding Class A Common Stock of Outlet Communications, Inc., a Delaware corporation ("Outlet"), and (y) one-half of the issued and outstanding Class A Common Stock of Outlet that is not owned by persons who are parties to that certain Stockholders Agreement, dated as of December 10, 1986, among the Corporation, Outlet and certain stockholders named therein (the "Stockholders Agreement"), shall be required to authorize the Corporation to take such action:

(i) The sale or other transfer of the operating assets of, or television license issued by the Federal Communications Commission ("FCC") for the operation of television station WJAR-TV in Providence, Rhode Island.

(ii) The sale or other transfer of the operating assets of, or the FCC licenses for the operation of radio stations WTOP-AM in Washington, D.C. and WTKS-FM in Bethesda, Maryland.

(iii) The acquisition by the Corporation of any additional television or radio station, or the acquisition of any additional material business or operating unit.

(iv) Except as specifically authorized by the Stockholders Agreement, any transaction between the Company and any Affiliate of the Wesray Group or Institutional Group other than a management fee to Harding Services Corporation at an annual rate not to exceed one third of one percent (1/3%) of the Corporation's gross broadcast advertising revenues net of agency and representative commissions (as each such term is defined in the Stockholders Agreement)."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1,000,000; and the number of shares entitled to vote thereon was 1,000,000

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Class A Common Stock	1,000,000

FIFTH: The number of shares voted for such amendment was 1,000,000; and the number of shares voted against such amendment was -0-

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Class A Common Stock	1,000,000	-0-

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

Dated December 15, 1986

Outlet Communications, Inc.

By

Its

President

and

Its

Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on this 15th day of
December, 19 86, personally appeared before me David E.
Henderson, who, being by me first duly sworn, declared that he is the
President of Outlet Communications, Inc.

that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

Josephine Lenola
Notary Public

My Commission Expires June 30, 1991

(NOTARIAL SEAL)

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