State of California

OFFICE OF THE SECRETARY OF STATE

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 26 2002

Bill Jones

Secretary of State

THE GREAT SEAL OF THE STATE OF CALIFORNIA
EUREKA

Sec/State Form CE-108 (rev. 6/98)

State of California
Bill Jones
Secretary of State

LLC-1

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION

IMPORTANT - Read the instructions before completing the form.
This document is presented for filing pursuant to Section 17050 of the California Corporations Code.

1. Limited liability company name:
(End the name with "LLC" or "Limited Liability Company". No periods between the letters in "LLC". "Limited" and "Company" may be abbreviated to "Ltd." and "Co.")

ENTRAVISION HOLDINGS, LLC

2. Latest date (month/day/year) on which the limited liability company is to dissolve:
December 31, 2031

3. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the Beverly-Killea Limited Liability Company Act.

4. Enter the name of initial agent for service of process and check the appropriate provision below:

Walter F. Ulloa, which is

[X] an individual residing in California. Proceed to Item 5.

[ ] a corporation which has filed a certificate pursuant to Section 1505 of the California Corporations Code. Skip Item 5 and proceed to Item 6.

5. If the initial agent for service of process is an individual, enter a business or residential street address in California:

Street address: 11900 Olympic Boulevard, Suite 590

City: Los Angeles State: **CALIFORNIA** Zip Code: 90064

6. The limited liability company will be managed by : (check one)

[ ] one manager [X] more than one manager [ ] limited liability company members

7. If other matters are to be included in the Articles of Organization attach one or more separate pages.
Number of pages attached, if any: 1

8. It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

Signature of organizer

Kenneth D. Polin, Esq.
Type or print name of organizer

Date: October 11, 19 96

For Secretary of State Use

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FILED
in the office of the Secretary of State
of the State of California

OCT 18 1996

BILL JONES, Secretary of State

LLC-1
Filing Fee $70

Approved by the Secretary of State
1/96

ATTACHMENT TO LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION
OF
ENTRAVISION HOLDINGS, LLC

1. The transfer, assignment, pledge, encumbrance or other hypothecation of an interest in the Company is subject to certain restrictions, rights of first refusal and purchase options set forth in the Operating Agreement of the Company (as such may hereafter, be amended). Copies of the applicable restrictions may be obtained from the Managing Member via written request.

2. The Company shall indemnify any Person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that the Person is or was a Member, officer, employee, officer or other agent of the Company or that, being or having been such a Member, employee, officer or agent, the Person is or was serving at the request of the Company as a employee or other agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise (all such persons being referred to hereinafter as an "agent"), to the fullest extent permitted by applicable law in effect on the date hereof and to such greater extent as applicable law may hereafter from time to time permit.

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