

C. T. Corp.
1633 Broadway
New York N.Y.
10019

671262

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

MAY 11 1982

MICROFILMED

CERTIFICATE OF AMENDMENT
OF

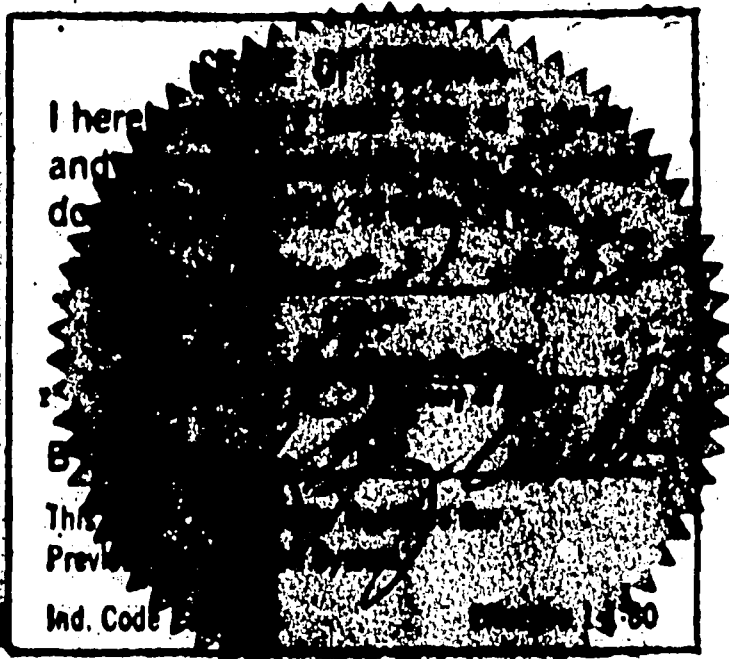
3068-05007
4/17/82

WESTINGHOUSE BROADCASTING COMPANY, INC.

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Articles of Amendment for the above Corporation have been filed in the form prescribed by my office, prepared and signed in duplicate in accordance with Chapter Four of the Indiana General Corporation Act (IC 23-1-4). The name of the corporation is amended as follows:
WESTINGHOUSE BROADCASTING AND CABLE, INC.

NOW, THEREFORE, upon due examination, I find that the Articles of Amendment conform to law, and have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that the remaining copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the Corporation.

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD
JUN 10 9 47 AM '82
WILLIAM BIELSKI JR
RECORDER



In Witness Whereof, I have hereunto set my hand and affixed
the seal of the State of Indiana, at the City of Indianapolis,
this 30th day of
April, 1982

EDWIN J. SIMCOX, Secretary of State

By _____ Deputy

1000

ARTICLES OF AMENDMENT (Amending Individual Articles Only)

Prescribed by Larry A. Conrad, Secretary of State of Indiana

Use Size 8 1/2 x 11 White Paper for Inserts

Filing Requirements—Present 2 Executed Copies to Secretary of State, Room 155, State House Indianapolis 46204

Recording Requirements—Not required. However, if the name of the Corporation is changed by these Articles, a certified Certificate of Amendment must be filed with the County Recorder of every County where the Corporation owns real property in Indiana.

APPROVED
AND
FILED
APR 30 1982

Larry A. Conrad
SECRETARY OF STATE OF INDIANA

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF

WESTINGHOUSE BROADCASTING COMPANY, INC.

The undersigned officers of WESTINGHOUSE BROADCASTING COMPANY, INC.
(hereinafter referred to as the "Corporation") existing pursuant to the provisions of the Indiana General Corporation Act, as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

ARTICLE I
Text of the Amendment

The exact text of Article ~~(xx)~~ "FIRST"
of the Articles of Incorporation of the Corporation, as amended (hereinafter referred to as the "Amendments"), now is as follows:

"FIRST: The name of the corporation is
WESTINGHOUSE BROADCASTING AND CABLE, INC."

ARTICLE II Manner of Adoption and Vote

Section 1. Action by Directors (select appropriate paragraph).

(a) The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on N/A, 19....., at which a quorum of such Board of Directors was present, duly adopted a resolution proposing to the Shareholders of the Corporation entitled to vote in respect the Amendments that the provisions and terms of Article.....of its Articles of Incorporation be amended so as to read as set forth in the Amendments; and called a meeting of such shareholders, to be held, 19....., to adopt or reject the Amendments, unless the same were so approved prior to such date by unanimous written consent.

(b) By written consent executed on.....April 1....., 1982....., signed by all of the members of the Board of Directors of the Corporation, a resolution was adopted proposing to the Shareholders of the Corporation entitled to vote in respect of the Amendments, that the provisions and terms of Articles of its Articles of Incorporation be amended so as to read as set forth in the Amendments, and a meeting of such shareholders was called to be held.....N/A....., 19....., to adopt or reject the Amendments, unless the same were so approved prior to such date by unanimous written consent.

Section 2. Action by Shareholders (select appropriate paragraph).

(a) The Shareholders of the Corporation entitled to vote in respect of the Amendments, at a meeting thereof, duly called, constituted and held on.....N/A....., 19....., at which.....

.....
.....
.....
were present in person or by proxy, adopted the Amendments.

The holders of the following classes of shares were entitled to vote as a class in respect of the Amendments:

- (1)
- (2)
- (3)

The number of shares entitled to vote in respect of the Amendments, the number of shares voted in favor of the adoption of the Amendments, and the number of shares voted against such adoption are as follows:

	<u>Total</u>	<u>Shares Entitled to Vote as a Class</u> <u>(as listed immediately above)</u>		
		(1)	(2)	(3)
Shares entitled to vote:
Shares voted in favor:
Shares voted against:

(b) By written consent executed on April 1, 1982, signed by the holders ofshares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of the Amendments, the Shareholders adopted the Amendments.

Section 3. Compliance with Legal Requirements.

The manner of the adoption of the Amendments, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

ARTICLE III
Statement of Changes Made With Respect to Any Increase
In The Number of Shares Heretofore Authorized

Aggregate Number of Shares Previously Authorized	N/A
Increase
Aggregate Number of Shares To Be Authorized After Effect of This Amendment

IN WITNESS WHEREOF, the undersigned officers execute these Articles of Amendment of the Articles
of Incorporation of the Corporation, and certify to the truth of the facts herein stated, this 16th day of April
April, 1982.....

[Signature]
(Written Signature)
Daniel Ritchie
(Printed Signature)

[Signature]
(Written Signature)
Harlan J. Rosenzweig
(Printed Signature)

President of WESTINGHOUSE BROADCASTING
COMPANY, INC.
(Name of Corporation)

Secretary of WESTINGHOUSE BROADCASTING
COMPANY, INC.
(Name of Corporation)

NEW YORK
STATE OF ~~INDIANA~~
COUNTY OF NEW YORK } SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths
in the State of ~~Indiana~~ ^{NEW YORK}, certify that Daniel Ritchie, the President and
Harlan J. Rosenzweig, the Secretary of WESTINGHOUSE BROADCASTING
COMPANY, INC.,
the officers executing the foregoing Articles of Amendment of the Articles of Incorporation, personally ap-
peared before me, acknowledged the execution thereof, and swore to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 16th day of April, 1982.....

[Signature]
(Written Signature)
PATRICIA Mc NULTY
(Printed Signature)

PATRICIA McNULTY
NOTARY PUBLIC, State of New York
No. 41-451323
Qualified in Queens County
Notary Public
Commission Expires March 30, 1983

My Commission Expires:
3/30/82

This instrument was prepared by Harlan J. Rosenzweig, Attorney at Law,
(Name)
90 Park Avenue, New York, New York 10016
(Number and Street or Building) (City) (State) (Zip Code)