

State of Idaho

Office of the Secretary of State

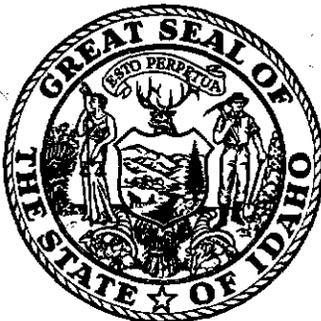
**CERTIFICATE OF AUTHORITY
OF
TOWNSQUARE LIVE EVENTS, LLC**

File Number W 114549

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: June 4, 2012



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

2012 JUN -4 AM 10: 09

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Townsquare Live Events, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

Corporation Service Company 12550 W. Explorer Dr., Suite 100, Boise, ID 83713

5. The street and mailing address of the limited liability company's principal office is:

240 Greenwich Avenue, Greenwich, CT 06830

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

2711 Centerville Road, Suite 400, Wilmington DE 19808

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Steven Price 240 Greenwich Ave., Greenwich, CT 06830

8. The mailing address for future correspondence:

240 Greenwich Avenue, Greenwich, CT 06830

9. Signature of a manager, member or authorized person.

Signature

Stuart Rosenstein

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE
06/04/2012 05:00
CK: 100217 CT: 271065 BH: 1326689
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W 114549



BOARD OF MANAGERS

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Delaware

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The First State

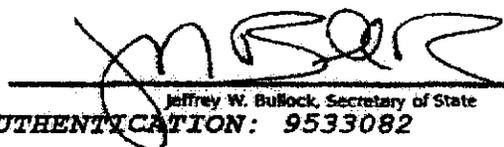
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOWNSQUARE LIVE EVENTS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF APRIL, A.D. 2012.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9533082

DATE: 04-26-12