

# F01000004586

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*Merged*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
02 DEC 31 PM 2:33

FILED  
02 DEC 31 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

1

UNIVISION OF MIAMI INC., a Florida corporation P97000091708

into

**TELEFUTURA CORP.**, a Delaware entity F01000004586

File date: December 31, 2002

Corporate Specialist: Annette Ramsey

**CT CORPORATION**

December 31, 2002

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5756745 SO  
Customer Reference 1: 884,246-6736  
Customer Reference 2: Seeley

Dear Secretary of State, Florida:

Please file the attached:

Univision of Miami Inc. (FL)  
Merger (Discontinuing Company)  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
Jeff\_Netherton@cch-lis.com

*File Secured*

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**ARTICLES OF MERGER  
MERCING  
UNIVISION OF MIAMI INC.  
into  
TELEFUTURA**

FILED  
02 DEC 31 PM 4:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Telefutura and Univision of Miami Inc. execute these Articles of Merger providing for the merger of Univision of Miami Inc. into Telefutura (such transaction, the "**Merger**"), for the purpose of filing with the Florida Department of State.

1. The name and state of incorporation of each of the corporations is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Telefutura	Delaware
Univision of Miami Inc.	Florida

2. A Plan of Merger (the "**Plan**") has been approved and adopted by Telefutura in accordance with the provisions of Section 607.1104 of the Florida Statutes. A copy of the Plan is attached as Exhibit A.

3. Pursuant to Section 607.1104 of the Florida Business Corporation Act, board approval of Univision of Miami Productions Inc., a wholly-owned subsidiary of Univision of Miami Inc., is not required for this Merger.

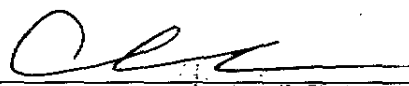
4. Pursuant to Section 607.1104 of the Florida Statutes, shareholder approval of this Merger is not required.

5. The Merger shall be effective upon December 31, 2002.

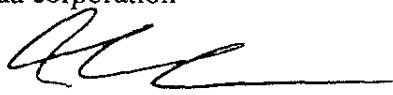
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IN WITNESS WHEREOF, these Articles of Merger have been executed this 17 day of December, 2002.

TELEFUTURA,  
a Delaware corporation

By:   
Name: C. Douglas Kranwinkle  
Title: Vice President and Secretary

UNIVISION OF MIAMI INC.,  
a Florida corporation

By:   
Name: C. Douglas Kranwinkle  
Title: Vice President and Secretary

**Exhibit A**

**Plan of Merger**

(see attached)

## PLAN OF MERGER

PLAN OF MERGER, dated December 17, 2002, pursuant to Section 607.1104 of the Florida Business Corporation Act, by and between Univision of Miami Inc. and Telefutura.

WITNESSETH that:

WHEREAS, Telefutura, a Delaware corporation, desires to merge with its wholly-owned subsidiary Univision of Miami Inc., a Florida corporation.

NOW, THEREFORE, Telefutura and Univision of Miami Inc. adopt the following Plan of Merger:

FIRST: Univision of Miami Inc., the merged corporation, shall be, and hereby is, merged into Telefutura, which shall be the surviving corporation.

SECOND: The manner of converting the outstanding shares of the capital stock of the merged corporation into shares or other securities of the surviving corporation shall be as follows:

(a) Each share of capital stock of the surviving corporation, which shall be issued and outstanding immediately prior to the effective time of this merger, shall remain issued and outstanding.


(b) Each share of capital stock of the merged corporation, which shall be outstanding immediately prior to the effective time of this merger and all rights with respect thereto, shall forthwith be cancelled and no consideration therefor shall be paid.

THIRD: This merger shall become effective on December 31, 2002.

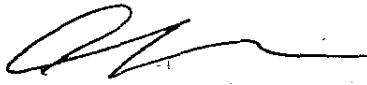
FOURTH: Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in, and devolve upon, the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to, and possession of, any property of the merged corporation acquired or to be acquired by reason of, or as a result of, the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized, in the name of the merged corporation or otherwise, to take any and all such action.

IN WITNESS WHEREOF, the parties to this Plan have caused this Plan to be executed on the day and year first written above.

TELEFUTURA,  
a Delaware corporation

By:   
Name: C. Douglas Kranwinkle  
Title: Vice President and Secretary

UNIVISION OF MIAMI INC.,  
a Florida corporation

By:   
Name: C. Douglas Kranwinkle  
Title: Vice President and Secretary