

J84160

STEPTOE & JOHNSON

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December 22, 1998

SmithWH@Steptoe-Johnson.com

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(304) 353-8000  
FACSIMILE (304) 353-8180

1000 HAMPTON CENTER  
P. O. BOX 1616  
MORGANTOWN, W. VA. 26507-1616  
(304) 598-8000  
FACSIMILE (304) 598-8116

126 EAST BURKE STREET  
P. O. BOX 2629  
MARTINSBURG, W. VA. 25402-2629  
(304) 263-6991  
FACSIMILE (304) 262-3541

RILEY BUILDING, FOURTH FLOOR  
14TH AND CHAPLINE STREETS  
P. O. BOX 150  
WHEELING, W. VA. 26003-0020  
(304) 233-0000  
FACSIMILE (304) 233-0014

THE RIVERS OFFICE PARK  
200 STAR AVENUE, SUITE 220  
P. O. BOX 628  
PARKERSBURG, W. VA. 26102-0628  
(304) 422-6463  
FACSIMILE (304) 422-6462

ALAN B. MOLLOHAN INNOVATION CENTER  
1000 TECHNOLOGY DRIVE  
SUITE 2210  
FAIRMONT, W. VA. 26554-8821  
(304) 368-8000  
FACSIMILE (304) 368-8413

WRITER'S DIRECT DIAL NUMBER

(304) 624-8176

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
Amendment Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

400002723514--8  
-12/28/98--01097--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Merger - The Breeze Corporation with and  
into Gulf Coast Weeklies, Inc.

Dear Sir or Madam:

Please find enclosed herewith for filing two original signed Articles of Merger, merging The Breeze Corporation, a Florida corporation with and into Gulf Coast Weeklies, Inc., a Florida corporation. Additionally, please find enclosed original corporate resolutions of the parent corporation to the two merging corporations authorizing the merger, a check made payable to the Department of State in the amount of \$70.00, and a self-addressed return FedEx envelope. Please return a timed stamped copy to my attention in the return envelope.

Thank you for your prompt attention to this matter.

Very truly yours,

*William H. Smith*  
William H. Smith

WHS  
Enclosures

VS JAN 11 1999

*The merger*

CL497056.1

FILED  
98 DEC 28 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
1/1/99

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

THE BREEZE CORPORATION, a Florida corporation, 262459

INTO

**GULF COAST WEEKLIES, INC.**, a Florida corporation, J84160.

File date: December 28, 1998 , effective January 1, 1999

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER**

**OF**

**THE BREEZE CORPORATION, A FLORIDA CORPORATION  
MERGING WITH AND INTO  
GULF COAST WEEKLIES, INC., A FLORIDA CORPORATION**

FILED  
98 DEC 28 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1/1/99

WHEREAS, The Ogden Newspapers, Inc., a West Virginia corporation, is the sole shareholder of both The Breeze Corporation and Gulf Coast Weeklies, Inc.;

WHEREAS, Pursuant to Fla. Stat. ch. 607.1101, The Ogden Newspapers, Inc. desires to merge The Breeze Corporation with and into Gulf Coast Weeklies, Inc., with Gulf Coast Weeklies, Inc., being the surviving corporation; and

WHEREAS, Pursuant to Fla. Stat. ch. 607.1104, The Ogden Newspapers, Inc., being the sole shareholder of both merging corporations, is not required to seek shareholder approval for the merger.

NOW, THEREFORE, WITNESSETH, The Ogden Newspapers, Inc., The Breeze Corporation, and Gulf Coast Weeklies, Inc., hereby submit these Articles of Merger, this 8th day of December, 1998, for filing with the Florida Department of State.

**Plan of Merger**

1. The name of the parent corporation is The Ogden Newspapers, Inc.
2. The names of the merging subsidiary corporations are The Breeze Corporation and Gulf Coast Weeklies, Inc.
3. The name of the surviving corporation shall be Gulf Coast Weeklies, Inc.

4. All shares of The Breeze Corporation will be merged into existing shares of Gulf Coast Weeklies, Inc., as will all rights of The Breeze Corporation's shareholders to acquire new shares, obligations, or other securities. There will be no new shares, or new obligations or securities of the surviving corporation issued as a result of the merger.

5. Shareholders of The Breeze Corporation who, except for the applicability of Fla. Stat. ch. 607.1104 would be entitled to vote and dissent from the merger pursuant to Fla. Stat. ch. 607.1320, may be entitled to be paid the fair value of their shares, if they comply with all applicable provisions of Florida corporations law with regard to the rights of dissenting shareholders.

#### **Effective Date of Merger**

The effective date of merger shall be the 1st day of January, 1999.

#### **Shareholder Approval**

Pursuant to Fla. Stat. ch. 607.1104, The Ogden Newspapers, Inc., is not required to seek shareholder approval.

#### **Board of Director Approval**

1. The Board of Directors of The Ogden Newspapers, Inc., by resolution and unanimous vote, approved and adopted the Plan of Merger on the 8<sup>th</sup> day of December, 1998.

2. The Board of Directors of The Breeze Corporation, by resolution and unanimous vote, approved and adopted the Plan of Merger on the 8<sup>th</sup> day of December, 1998.

3. The Board of Directors of Gulf Coast Weeklies, Inc., by resolution and unanimous vote, approved and adopted the Plan of Merger on the 8<sup>th</sup> day of December, 1998.

IN WITNESS WHEREOF, the parent corporation and sole shareholder of the merging corporations, The Ogden Newspapers, Inc., and The Breeze Corporation and Gulf Coast Weeklies, Inc., the merging corporations, have caused these Articles of Merger to be executed by their legally authorized representatives, this 8th day of December, 1998.

THE OGDEN NEWSPAPERS, INC.

By:   
Its President

THE BREEZE CORPORATION

By:   
Its President

GULF COAST WEEKLIES, INC.

By:   
Its President

STATE OF WEST VIRGINIA,

COUNTY OF OHIO, TO-WIT:

I, Linda E. Miller, a notary public of the county and state aforesaid, do hereby verify that G. Ogden Nutting, the President of The Ogden Newspapers, Inc., appeared personally before me and, being duly sworn, verified that he has read the foregoing "Articles of Merger," that the facts and recitations therein are true to the best of his knowledge and belief, and that he is duly authorized to execute the "Articles of Merger" for and on behalf of The Ogden Newspapers, Inc.

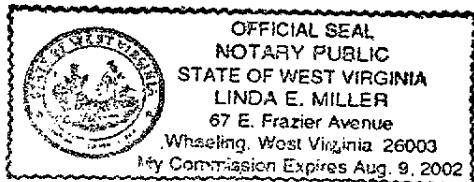
My commission expires:

August 9, 2002

Linda E. Miller

Notary Public

(SEAL)



STATE OF WEST VIRGINIA

COUNTY OF OHIO, TO-WIT:

I, Linda E. Miller, a notary public of the county and state aforesaid, do hereby verify that G. Ogden Nutting, the President of The Breeze Corporation, appeared personally before me and, being duly sworn, verified that he has read the foregoing "Articles of Merger," that the facts and recitations therein are true to the best of his knowledge and belief, and that he is duly authorized to execute the "Articles of Merger" for and on behalf of The Breeze Corporation.

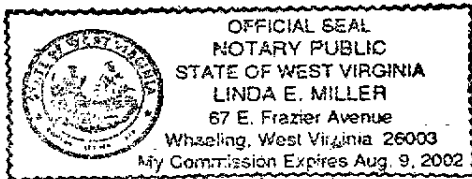
My commission expires:

August 9, 2002

Linda E. Miller

Notary Public

(SEAL)



STATE OF WEST VIRGINIA,

COUNTY OF OHIO, TO-WIT:

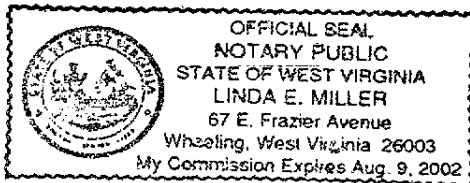
I, Linda E. Miller, a notary public of the county and state aforesaid,  
do hereby verify that G. Ogden Nutting, the President of Gulf Coast Weeklies, Inc., appeared  
personally before me and, being duly sworn, verified that he has read the foregoing "Articles of  
Merger," that the facts and recitations therein are true to the best of his knowledge and belief, and  
that he is duly authorized to execute the "Articles of Merger" for and on behalf of Gulf Coast  
Weeklies, Inc.

My commission expires:

August 9, 2002

Linda E. Miller  
Notary Public

(SEAL)



**CERTIFIED CORPORATE RESOLUTION**

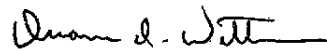
I, Duane D. Wittman, the duly constituted Assistant Secretary of THE OGDEN NEWSPAPERS, INC., a West Virginia corporation ("Corporation"), hereby certifies that the following is a true and correct copy of a Resolution duly adopted by the Board of Directors of the Corporation on the 8<sup>TH</sup> day of DECEMBER, 1998:

**RESOLUTION**

BE IT RESOLVED, that it is in the best interests of the Corporation to approve and adopt the Plan of Merger merging The Breeze Corporation with and into Gulf Coast Weeklies, Inc., both merging corporations being wholly owned subsidiaries of the Corporation.

RESOLVED FURTHER, that the President and the Assistant Secretary of the Corporation are hereby authorized to enter into any agreements on behalf of the Corporation, and to execute and deliver on behalf of the Corporation any and all documents or instruments of any kind necessary to assist the consummation of the above referenced merger.

IN WITNESS WHEREOF, the undersigned has set his hand and the corporate seal of THE OGDEN NEWSPAPERS, INC., this 8<sup>TH</sup> day of DECEMBER, 1998.



\_\_\_\_\_  
Duane D. Wittman  
Assistant Secretary  
THE OGDEN NEWSPAPERS, INC.

(Corporate Seal)