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ATTORNEYS AT LAW

Henry J. Huelsberg, III
757.628.5523
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December 11, 2003

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Port Folio Publishing, Inc. (the Surviving Corporation in the merger of
Cotton & Quail Enterprises, Inc. with and into Port Folio Publishing, Inc.)

Dear Sir or Madam:

Enclosed for filing with your offices are *Articles of Merger for the merger of Cotton & Quail Enterprises, Inc. (a Florida corporation) with and into Port Folio Publishing, Inc. (a Virginia corporation)*. Please note that we've requested that the Articles be declared effective (and have indicated this therein) on December 12, 2003. Also enclosed is our firm's check in the amount of \$70.00 to cover the cost of filing these Articles.

Please return all correspondence concerning this matter to the following:

Henry J. Huelsberg, III, Esq.
Willcox & Savage, P.C.
One Commercial Place
1800 Bank of America Center
Norfolk, Virginia 23510

If you have any questions or need further information regarding this matter, please call Trey Huelsberg at 757-628-5523. Thank you very much for your assistance.

Very truly yours,

Henry J. Huelsberg, III

HJH,III:cas
Enclosures

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Reply to Norfolk Office

**ARTICLES OF MERGER
OF
COTTON & QUAIL ENTERPRISES, INC., A FLORIDA CORPORATION,
WITH AND INTO
PORT FOLIO PUBLISHING, INC., A VIRGINIA CORPORATION**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Sections 607.1105 and 607.1107 of the Florida Statutes:

I.

The name and jurisdiction of organization of the corporations involved in the merger contemplated by these Articles of Merger are as follows:

	<u>Merging Corporation</u>	<u>Surviving Corporation</u>
<i>Name:</i>	Cotton & Quail Enterprises, Inc.	Port Folio Publishing, Inc.
<i>State of Incorporation:</i>	Florida	Virginia

II.

The Plan of Merger is as follows:

1. The name and jurisdiction of organization of each constituent corporation to the merger contemplated by these Articles of Merger (the "Merger") are Cotton & Quail Enterprises, Inc., a Florida corporation, and Port Folio Publishing, Inc., a Virginia corporation. Cotton & Quail Enterprises, Inc. (the "Merging Corporation") will merge with and into Port Folio Publishing, Inc. (the "Surviving Corporation").

2. The Surviving Corporation in the Merger shall be Port Folio Publishing, Inc., a Virginia corporation.

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3. The Merging Corporation is a wholly-owned subsidiary of Regional Antique Publications, Inc., a Virginia corporation, which is a wholly-owned subsidiary of Landmark Communications, Inc., a Virginia corporation. The Surviving Corporation is a wholly-owned subsidiary of Landmark Communications, Inc., a Virginia corporation.

4. At the Effective Time (defined below), (a) each share of the capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be surrendered for cancellation and canceled, and no additional shares of stock of the Surviving Corporation shall be issued therefor, (b) all of the assets and liabilities of the Merging Corporation shall become assets and liabilities of the Surviving Corporation, and (c) the authorized, issued and outstanding shares of capital stock of the Surviving Corporation shall not be affected in any way by the Merger and shall constitute all of the authorized, issued and outstanding shares of capital stock of the Surviving Corporation from and after the Effective Time.

5. The Articles of Incorporation and Bylaws of the Surviving Corporation at the Effective Time shall be the Articles of Incorporation and Bylaws of the merged corporations from and after the Effective Time unless and until amended or restated in accordance with applicable law.

6. The foregoing Plan of Merger is permitted by the laws of the State of Florida, under which the Merging Corporation is organized, and the laws of the Commonwealth of Virginia, under which the Surviving Corporation is organized. Each of the Merging Corporation and the Surviving Corporation has complied with all provisions of the respective applicable law

in effecting the Merger, and all conditions required by the laws of the State of Florida and the laws of the Commonwealth of Virginia will be satisfied in connection with the Merger.

7. This Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Time by the mutual consent in writing of each of the Merging Corporation and the Surviving Corporation.

8. The Merger shall be effective on December 12, 2003 (the "Effective Time").

III.

The Plan of Merger was adopted by each of the Merging Corporation and the Surviving Corporation as follows:

1. After approval and submission to the sole shareholder of the Merging Corporation by its Board of Directors, in accordance with Section 607.1103 of the Florida Statutes, as amended, the Plan of Merger was approved and adopted by the sole shareholder of the Merging Corporation by record of action in writing dated as of December 1, 2003.

2. After approval and submission to the sole shareholder of the Surviving Corporation by its Board of Directors, in accordance with Section 13.1-718 of the Code of Virginia, as amended, the Plan of Merger was approved and adopted by the sole shareholder of the Surviving Corporation by record of action in writing dated as of December 1, 2003.

IV.


The merger contemplated by these Articles of Merger shall occur and be effective on December 12, 2003.

* * * * *

The undersigned officers declare that the facts herein stated are true as of December 2, 2003.


MERGING CORPORATION:

COTTON & QUAIL ENTERPRISES, INC.,
a Florida corporation

By:  (SEAL)
Name: S. Decker Anstrom
Title: President

SURVIVING CORPORATION:

PORT FOLIO PUBLISHING, INC.,
a Virginia corporation

By:  (SEAL)
Name: D. R. Carpenter, III
Title: President