

# 291602

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

8000003193178--7  
-04/03/00--01044--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Mergers  
Scripps Treasure Coast Publishing Company  
Merging: Force V Corporation

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability 4/4/00  
Document \_\_\_\_\_  
Examiner ABR  
Updater ABR  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

04/03/00

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 APR -3 PM 12:16

RECEIVED

FILED  
00 APR -3 PM 1:35  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLES OF MERGER  
Merger Sheet

MERGING:

FORCE V CORPORATION, a Florida corporation 465184

INTO

SCRIPPS TREASURE COAST PUBLISHING COMPANY, a Florida entity,  
291602.

File date: April 3, 2000

Corporate Specialist: Annette Ramsey

**STATE OF FLORIDA**  
**ARTICLES OF MERGER**

**OF**

**FORCE V CORPORATION**  
**(a Florida corporation)**

**INTO**

**SCRIPPS TREASURE COAST PUBLISHING COMPANY**  
**(a Florida corporation)**

**FILED**  
**00 APR -3 PM 1:36**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger. The name of the surviving corporation, upon the effective date of merger, will be Scripps Treasure Coast Publishing Company, a Florida corporation.

**ADOPTION OF AGREEMENT**

On the 3<sup>rd</sup> day of April, 2000, the Board of Directors of FORCE V CORPORATION, a Florida corporation, adopted the Agreement and Plan of Merger and recommended such Agreement and Plan of Merger to the sole shareholder of FORCE V CORPORATION, for approval, and on the 3<sup>rd</sup> day of April, 2000, such sole shareholder adopted the Agreement and Plan of Merger pursuant to Sections 607.1101 and 607.1103, Florida Statutes. On the 3<sup>rd</sup> day of April, 2000, the Board of Directors of SCRIPPS TREASURE COAST PUBLISHING COMPANY, a Florida corporation, adopted the Agreement and Plan of Merger and recommended such agreement and Plan of Merger to the sole shareholder of SCRIPPS TREASURE COAST PUBLISHING COMPANY, for approval, and on the 3<sup>rd</sup> day of April, 2000, such sole shareholder adopted the Agreement and Plan of Merger pursuant to Section 607.1101 and 607.1103, Florida Statutes.

**PLAN OF MERGER**

The plan of merger is as set forth in the Agreement and Plan of Merger attached hereto as Exhibit

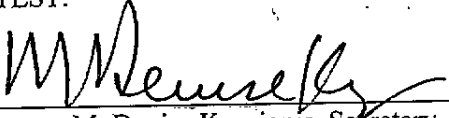
A.

**EFFECTIVE DATE**

The merger of the undersigned corporations will become effective as of April 3, 2000.

Dated: April 3, 2000.

ATTEST:

  
M. Denise Kuprionis, Secretary

FORCE V CORPORATION

By:   
Daniel J. Castellini, Vice President

ATTEST:

  
M. Denise Kuprionis, Secretary

SCRIPPS TREASURE COAST PUBLISHING  
COMPANY

By:   
Daniel J. Castellini, Vice President

## EXHIBIT A

### AGREEMENT AND PLAN OF MERGER

1. **The Merger.** In accordance with the terms and conditions set forth herein, at the Effective Time Force V Corporation, a Florida corporation (the "Company"), shall be merged with and into Scripps Treasure Coast Publishing Company, a Florida corporation (the "Surviving Corporation"), (the "Merger") and the separate existence of the Company shall cease, all in accordance with the provisions of the laws of the State of Florida. The Surviving Corporation shall be the survivor in the Merger.

2. **Effective Time.** The Merger will be consummated by filing Articles of Merger with the Secretary of State of the State of Florida in such form as appropriate for filing. The Merger shall become effective on April 3, 2000 (the "Effective Time") pursuant to the Articles of Merger filed with the Secretary of State of the State of Florida (the "Merger Filing").

3. **Articles of Incorporation, By-laws and Board of Directors of Surviving Corporation.**  
At the Effective Time:

(a) the Articles of Incorporation of the Surviving Corporation then in effect shall be the Articles of Incorporation of the Surviving Corporation;

(b) the By-laws of the Surviving Corporation then in effect shall be the By-laws of the Surviving Corporation; and

(c) those persons serving as members of the Board of Directors and as officers of the Surviving Corporation at the Effective Time shall continue to be the Board of Directors and officers of the Surviving Corporation following the Merger.

4. **Effect of Merger.** At the Effective Time, the effect of the Merger shall be as stipulated in the laws of the State of Florida. Except as herein specifically set forth, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger and the corporate franchises, existences and rights of the Company shall be merged with and into the Surviving Corporation and the Surviving Corporation, as the survivor, shall be fully vested therewith. At the Effective Time, the separate existence of the Company shall cease and, in accordance with the terms of this Agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public, as well as of a private nature, and all property, real, personal and mixed, and all and every other interest belonging to or due to the Company and without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter effectively the property of the Surviving Corporation as they were of the Company, and the Surviving Corporation and the title to any real estate, or interest therein, whether by deed or otherwise, under the laws of the State of Florida, vested in the Company and the Surviving Corporation, shall not revert or be in any way impaired by the Merger.

5. **Surviving Corporation.** Scripps Treasure Coast Publishing Company, a Florida corporation, is the survivor.

6. **Transfer of Property, Rights, Etc.** All of the property, rights, privileges, leases and patents of the Company are transferred to and shall become the property of the Surviving Corporation, as the survivor. The officers and Board of Directors of the Company are authorized to execute all deeds,

assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

7. **Officers and Directors.** The officers and Board of Directors of the Surviving Corporation shall continue in office until their successors are duly elected and qualified under the provisions of the By-laws of the Surviving Corporation.

8. **Exchange of Shares.** The outstanding shares of the Company ("Company Stock") shall be exchanged for shares of the Surviving Corporation as follows:

(a) **Manner of Conversion.** The manner of converting the shares of outstanding Company Stock into shares of Surviving Corporation Stock ("Surviving Corporation Stock") shall be as follows:

(i) As of the Effective Time, each share of Company Stock issued and outstanding immediately prior to the Effective Time, by virtue of the Merger, and without any action on the part of the holder thereof, shall be automatically converted into the right to receive one share of Surviving Corporation Stock.

(ii) As of the Effective Time, each share of Company Stock held in the treasury of the Company will automatically be canceled and retired without any conversion thereof or consideration therefor.

(iii) Each share of Surviving Corporation Stock issued and outstanding immediately prior to the Effective Time shall remain outstanding and shall continue to be owned by The E. W. Scripps Company immediately after the Effective Time.