

Document Number Only

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

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-12/24/98--01007--016

*****70.00 *****70.00

CORPORATION(S) NAME

Cape Publication, Inc.

Merging into:

Courier-Journal and Louisville Times Company

EFFECTIVE DAILY

02/28/96

STATE
TALLAHASSEE, FLORIDA

98 DEC 24 PM 2:23

FILED

<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"/> Reinstatement	<input type="checkbox"/> Mark
<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"/> Fictitious Name	<input type="checkbox"/> Change of RA <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 12/23/98

Availability

Document

Examiner

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Verifier

Acknowledgement

W.P. Verifier

700789,00561,00672

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SEC DEC 24 AM 8:10
OFFICE OF CONGRESSIONAL
RELATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAPE PUBLICATIONS, INC., a Florida corporation 293094

INTO

COURIER-JOURNAL AND LOUISVILLE TIMES COMPANY, a Kentucky
corporation not qualified in Florida.

File date: December 24, 1998, effective December 28, 1998

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 28, 1998

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: CAPE PUBLICATIONS, INC.
Ref. Number: 293094

We have received your document for CAPE PUBLICATIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 498A00060472

*Please file w/
original submission date*

*Thurs
12-23*

RECEIVED
98 DEC 30 PM 2:08
Adrian
12-23

EFFECTIVE D/T/E
12/28/98

ARTICLES OF MERGER

OF

CAPE PUBLICATIONS, INC.

INTO

COURIER-JOURNAL AND LOUISVILLE TIMES COMPANY

Pursuant to Section 607.1109 of the Florida Business Corporation Act ("BCA")

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Courier-Journal and Louisville Times Company 525 West Broadway Louisville, Kentucky 40202	Kentucky	corporation
Cape Publications, Inc. One Gannett Plaza Melbourne, Florida 32940	Florida	corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Courier-Journal and Louisville Times Company 525 West Broadway Louisville, Kentucky 40202	Kentucky	corporation

THIRD: The attached Plan of Merger meets the requirements of Section 607.1108 of the BCA and was approved, adopted and executed by Cape Publications, Inc. in accordance with Chapter 607 of the BCA. The date of adoption by the shareholders is 12/22/98.

FOURTH: The attached Plan of Merger was approved, adopted and executed by Courier-Journal and Louisville Times Company in accordance with the laws of the State of Kentucky. The date of adoption by the shareholders is 12/22/98.

FIFTH: The Courier-Journal and Louisville Times Company, as the surviving entity, hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48 of the BCA in any proceeding to enforce any obligation or rights of any dissenting shareholders of Cape Publications, Inc.

SIXTH: The Courier-Journal and Louisville Times Company, as the surviving entity, hereby agrees to pay the dissenting shareholders of Cape Publications, Inc. the amount, if any, to which they are entitled under Section 607.1302 of the BCA.

SEVENTH: The merger shall become effective as of December 28, 1998.

EIGHTH: These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Merger as of the date set forth below and hereby affirm the truth of the statements contained herein under penalty of perjury.

CAPE PUBLICATIONS, INC.

Dated: December 22, 1998

By: _____

Thomas L. Chapple

Title: Secretary

**COURIER-JOURNAL AND LOUISVILLE
TIMES COMPANY**

Dated: December 22, 1998

By: _____

Thomas L. Chapple

Title: Vice President and Secretary

PLAN OF MERGER

OF

CAPE PUBLICATIONS, INC.

INTO

COURIER-JOURNAL AND LOUISVILLE TIMES COMPANY

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 271B.11-070 of the Kentucky Business Corporation Act

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Cape Publications, Inc.	Florida
Courier-Journal and Louisville Times Company	Kentucky

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Courier-Journal and Louisville Times Company	Kentucky

THIRD: The terms and conditions of the merger are as follows:

On the effective date of the merger Cape Publications, Inc. and Courier-Journal and Louisville Times Company shall be merged into Courier-Journal and Louisville Times Company, which shall be the surviving corporation.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each share of outstanding common stock of Cape Publications, Inc. shall be canceled without any consideration therefor or conversion thereof. The articles of incorporation of the surviving corporation shall be the articles of incorporation of Cape Publications, Inc. on the effective date of the merger. The authorized capital stock of Courier-Journal and Louisville Times Company and the ownership thereof shall not be effected by the merger. All the outstanding shares of capital stock of both constituent corporations is held by Gannett Co., Inc.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See above.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Merger as of the date set forth below and hereby affirm the truth of the statements contained herein under penalty of perjury.

CAPE PUBLICATIONS, INC.

Dated: December 22, 1998

By: 

Thomas L. Chapple

Title: Secretary

**COURIER-JOURNAL AND LOUISVILLE
TIMES COMPANY**

Dated: December 22, 1998

By: 

Thomas L. Chapple

Title: Vice President and Secretary