



415738

ACCOUNT NO. : 072100000032

REFERENCE : 647045 167634A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70.00

ORDER DATE : December 23, 1997

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ORDER TIME : 12:32 PM

ORDER NO. : 647045-010

CUSTOMER NO: 167634A

CUSTOMER: Patricia L. Hayes, Legal Asst
Christian & Barton
500 East Main Street
1520 Crestar Bank Bldg
Norfolk, VA 23510

ARTICLES OF MERGER

SUNBELT NEWSPAPERS, INC.

INTO

THE TRIBUNE COMPANY

RECEIVED
97 DEC 23 PM 1:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XXX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Mergers
\$ 70.00
415738

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SUNBELT NEWSPAPERS, INC., document number P32124

INTO

THE TRIBUNE COMPANY, a Florida corporation, 415738.

File date: December 23, 1997

Corporate Specialist: Carol Mustain

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
MERGING
SUNBELT NEWSPAPERS, INC.
a Virginia corporation

INTO

THE TRIBUNE COMPANY,
a Florida corporation

Pursuant to the provisions of Section 13.1-720 of the Virginia Stock Corporation Act and Section 607.1105 of the Florida Business Corporation Act, The Tribune Company, a Florida corporation, as the surviving corporation, hereby adopts the following Articles of Merger.

FIRST: The Plan of Merger (the "Plan"), pursuant to which Sunbelt Newspapers, Inc., a Virginia corporation, will merge into The Tribune Company (the "Merger"), is attached hereto as Exhibit A and made a part hereof.

SECOND: The Plan was approved and adopted by the Board of Directors of The Tribune Company as of December 1, 1997 by the execution of a unanimous written consent in lieu of a special meeting. Action on the Plan by the shareholders of The Tribune Company was not required pursuant to Virginia Code Section 13.1-718 G. and Section 607.1103(7) of the Florida Business Corporation Act. The Plan was approved by the Board of Directors of Sunbelt Newspapers, Inc. and recommended for approval to the sole shareholder of Sunbelt Newspapers, Inc. as of December 1, 1997 by the execution of a unanimous written consent in lieu of a special meeting. The Plan was approved and adopted as of December 1, 1997 by Media General, Inc., the sole shareholder of Sunbelt Newspapers, Inc., by the execution of a consent of the sole shareholder in lieu of a special meeting.

7 DEC 23 PM 14 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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THIRD: The Surviving Corporation to the Plan shall be The Tribune Company, a Florida corporation.

FOURTH: The Plan is permitted by the laws of the State of Florida, and The Tribune Company has complied with the laws of the State of Florida in effecting the Merger. The Plan is permitted by the laws of the Commonwealth of Virginia, and Sunbelt Newspapers, Inc. has complied with the laws of the Commonwealth of Virginia in effecting the Merger.

FIFTH: Pursuant to Section 13.1-606 of the Virginia Stock Corporation Act and Section 607.0123 of the Florida Business Corporation Act, the effective time and date of the Merger shall be 11:59 p.m. on Sunday, December 28, 1997.

DATED: December 20, 1997

THE TRIBUNE COMPANY

By: _____
George L. Mahoney
Its: Secretary

413238

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into as of this 1st day of December, 1997 by and between SUNBELT NEWSPAPERS, INC., a corporation incorporated under the laws of Virginia ("Merged Corp.") and THE TRIBUNE COMPANY, a corporation incorporated under the laws of Florida ("Surviving Corporation").

A. The Board of Directors of Merged Corp. and Surviving Corporation have approved the merger of Merged Corp. with and into Surviving Corporation by a statutory merger upon the terms and conditions set forth herein.

NOW THEREFORE, Merged Corp. and Surviving Corporation agree as follows:

1. Merger. At the Effective Time (as defined below), Merged Corp. shall be merged with and into Surviving Corporation (the "Merger") in accordance with the provisions of Article 12 of the Virginia Stock Corporation Act and Sections 607.1101-1107 of the Florida Business Corporation Act; Surviving Corporation shall be and continue in existence as the surviving corporation of the Merger; and the separate existence of Merged Corp. shall cease.

2. Pursuant to Section 13.1-606 of the Virginia Stock Corporation Act and Section 607.0123 of the Florida Business Corporation Act, the effective date and time of the Merger shall be 11:59 p.m. on Sunday, December 28, 1997 (the "Effective Time").

3. Effect of Merger on Outstanding Shares.

(a) At the Effective Time, each issued and outstanding share of capital stock of Merged Corp. shall be canceled.

(b) The issued and outstanding shares of capital stock of Surviving Corporation shall remain outstanding after the Merger and shall not be affected in any way by the Merger.

4. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Surviving Corporation in effect at the Effective Time shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation and Bylaws of Surviving Corporation after the Effective Time.

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TALLAHASSEE, FLORIDA
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IN WITNESS WHEREOF, Merged Corp. and Surviving Corporation have caused this Plan of Merger to be executed as of the day and year first above written.

SUNBELT NEWSPAPERS, INC.,
a Virginia corporation

By: _____
George L. Mahoney
Its: Secretary

THE TRIBUNE COMPANY,
a Florida corporation

By: _____
George L. Mahoney
Its: Secretary