

415738



**THE UNITED STATES
CORPORATION**
COMPANY

FILED
97 DEC 23 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 647045 Patricia Hayes

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 23, 1997

ORDER TIME : 12:30 PM

ORDER NO. : 647045-005

CUSTOMER NO: 167634A

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

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merger

ARTICLES OF MERGER

Name	
Availability	12/24/97
Document Examiner	ROCK
Updater	ROCK
Update	INTO
Verifier	ROCK
THE TRIBUNE COMPANY Acknowledgement	ROCK
W.P. Verifier	ROCK

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS: _____

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CLERK OF COURTS
TALLAHASSEE, FLORIDA

415738

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GULF COAST MEDIA, INC., a Virginia corporation P17339

INTO

THE TRIBUNE COMPANY, a Florida corporation, 415738.

File date: December 23, 1997 , effective December 28, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

EFFECTIVE DATE
12/28/97

ARTICLES OF MERGER

MERGING

GULF COAST MEDIA, INC.
a Virginia corporation

INTO

THE TRIBUNE COMPANY,
a Florida corporation

FILED
97 DEC 23 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 (the "Surviving Corporation"), as the surviving corporation, hereby adopts the following Articles of Merger:

FIRST: The Plan of Merger (the "Plan"), pursuant to which Gulf Coast Media, Inc., a Virginia corporation, will merge into the Surviving Corporation (the "Merger"), is attached hereto as Exhibit A and made a part hereof.


SECOND: The Plan was approved and adopted as of December 1, 1997 by the Board of Directors of the Surviving Corporation by the execution of a unanimous written consent of the Board in lieu of a special meeting. Gulf Coast Media, Inc. is a wholly-owned subsidiary of the Surviving Corporation. Pursuant to Section 13.1-719 of the Virginia Stock Corporation Act and Section 607.1104 of the Florida Business Corporation Act, no approval of the shareholders of Gulf Coast Media, Inc. or the Surviving Corporation was required.

THIRD: The Plan is permitted by the laws of the State of Florida, and the Surviving Corporation 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 Gulf Coast Media, Inc. has complied with the laws of the Commonwealth of Virginia in effecting the Merger.

FOURTH: 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

413233

PARENT-SUBSIDIARY

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into as of this 1st day of December, 1997 by and between GULF COAST MEDIA, 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. Merged Corp. is a wholly-owned subsidiary of Surviving Corporation.

B. The Board of Directors of Surviving Corporation has 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.

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.

GULF COAST MEDIA, INC.,
a Virginia corporation

By: 
George L. Mahoney
Its: Secretary

THE TRIBUNE COMPANY,
a Florida corporation

By: 
George L. Mahoney
Its: Secretary

412821