

415738



FILED
99 DEC 22 PM 4:57
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 526122 7103124
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : December 22, 1999
ORDER TIME : 4:16 PM
ORDER NO. : 526122-005
CUSTOMER NO: 7103124
CUSTOMER: Ms. Julie Mueller
Dow Lohnes & Albertson
1200 New Hampshire Avenue, N.w
Suite 800
Washington, DC 20036-6802

700003078747--0
-12/23/99--01004--006
*****52.50 *****52.50
700003078747--0
-12/23/99--01004--007
*****35.00 *****35.00

ARTICLES OF MERGER

THE TRIBUNE COMPANY

INTO

MEDIA GENERAL OPERATIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY (NEED 2 CERTIFIED COPIES)
_____ PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich
EXAMINER'S INITIALS:

EFFECTIVE DATE
12-27-99

Merger
12-27-99
KHS

RECEIVED
99 DEC 22 PM 4:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE TRIBUNE COMPANY, a Florida corporation, 415738

INTO

MEDIA GENERAL OPERATIONS, INC., a Delaware corporation not qualified in
Florida

File date: December 22, 1999, effective December 27, 1999

Corporate Specialist: Doug Spittler

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99 DEC 22 PM 4:57
TALLAHASSEE, FLORIDA

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99 DEC 22 PM 4:57
TALLAHASSEE, FLORIDA
Step 11

ARTICLES OF MERGER
MERGING
THE TRIBUNE COMPANY
INTO
MEDIA GENERAL OPERATIONS, INC.

Pursuant to 607.1107 of the Florida 1989 Business Corporation Act, Media General Operations, Inc., a Delaware corporation ("MGO" or the "Surviving Corporation") and The Tribune Company, a Florida corporation ("The Tribune" or the "Disappearing Corporation"), do hereby certify as follows:

FIRST: The name of the Surviving Corporation is Media General Operations, Inc., a Delaware corporation. The name of the disappearing corporation is The Tribune Company, a Florida corporation. Media General Convergence, Inc., a Virginia corporation, owns all of the outstanding capital stock of MGO. Media General, Inc., a Virginia corporation, owns all of the outstanding shares of capital stock of The Tribune and indirectly owns all of the outstanding capital stock of MGO.

SECOND: The merger shall be effected through an Agreement and Plan of Merger (the "Plan").

THIRD: The Plan was duly approved, adopted, certified, and acknowledged by the Board of Directors of MGO on December 21, 1999.

FOURTH: The Plan was duly approved, adopted, certified, and acknowledged by the Board of Directors of The Tribune on December 21, 1999.

FIFTH: There are 1,000 authorized shares of capital stock of MGO, of which 100 shares are outstanding and entitled to vote. All 100 shares of capital stock of MGO that were entitled to vote approved the Plan.

SIXTH: There are 100,000 authorized shares of capital stock of The Tribune, of which 100,000 shares are outstanding and entitled to vote. All 100,000 shares of capital stock of The Tribune that were entitled to vote approved the Plan.

SEVENTH: The merger shall be effective December 27, 1999 at 12:01 AM.

EIGHTH: Pursuant to Sections 228(a) and 229 of the General Corporation Law of the State of Delaware and Sections 13.1-657 and 13.1-659 of the Virginia Stock Corporation Act the Sole Stockholder of MGO, the Surviving Corporation, and the Sole Stockholder of The Tribune, the Disappearing Corporation waived all notice requirements.

NINTH: The Merger is permitted by the law of the state of incorporation of MGO.

TENTH: MGO has complied or shall comply with the applicable laws of its state of incorporation.

EFFECTIVE DATE

12-27-99

ELEVENTH: The certificate of incorporation of Media General Operations, Inc. shall be the certificate of incorporation of the Surviving Corporation.

TWELFTH: The executed Plan is on file at Media General Operations, Inc., 333 East Franklin Street, Richmond, VA 23219.

THIRTEENTH: A copy of the Plan may be obtained from the Secretary of Media General Operations, Inc., upon request and without cost.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each of the parties has caused these Articles of Merger to be executed on its behalf by its duly authorized officers, as of this 21st day of December, 1999.

THE TRIBUNE COMPANY

By: _____
Name: George L. Mahoney
Title: Secretary

MEDIA GENERAL OPERATIONS, INC.

By: _____
Name: George L. Mahoney
Title: Secretary

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of December 21, 1999, by and between The Tribune Company, a Florida corporation ("The Tribune" or the "Disappearing Corporation"), and Media General Operations, Inc., a Delaware corporation ("MGO" or the "Surviving Corporation"). Pursuant to Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida 1989 Business Corporation Act, the parties agree that The Tribune shall merge with and into MGO (the "Merger") according to the terms set forth below:

FIRST: The name of the Surviving Corporation is Media General Operations, Inc. The name of the disappearing corporations is The Tribune Company. Media General, Inc., a Delaware corporation, owns all of the outstanding shares of capital stock of The Tribune and indirectly owns all of the shares of capital stock of MGO.

SECOND: The Merger shall be effective December 27, 1999 (the "Effective Date"). Upon the Merger, the corporate existence of MGO, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of The Tribune, with all its purposes, powers and objects, shall be merged with and into MGO, and MGO, as the Surviving Corporation, shall be fully vested therewith. The separate existence and corporate organization of The Tribune shall cease as of the Effective Date.

THIRD: As of the Effective Date, the issued and outstanding shares of the capital stock of MGO shall become and be converted into shares of stock of the Surviving Corporation as follows: (A) the 100 shares of MGO stock that are presently owned by Media General Communications, Inc. and are outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action by the holder thereof, be and become 100 shares of the Surviving Corporation; (B) the certificates representing the 100,000 shares of The Tribune stock outstanding that are presently owned by Media General, Inc. shall be converted into 71 shares of capital stock of the Surviving Corporation. At and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes, of each of The Tribune and MGO; all the property, real and personal, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of The Tribune and MGO.

FOURTH: As of the Effective Date, the certificate of incorporation and the bylaws of the Surviving Corporation shall be in the form of the existing certificate of incorporation and bylaws of MGO.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

THE TRIBUNE COMPANY

By: _____

Name: George L. Mahoney
Title: Secretary

MEDIA GENERAL OPERATIONS, INC.

By: _____

Name: George L. Mahoney
Title: Secretary