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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

TMNJ, INC.

Certificate of Status	0
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MAY 17 2005

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FILE No.185 05/16 '05 23:24 ID:CSC
MAY-18-2005 MON 03:37 PM CORP SERV CO

May-18-05 02:41pm From-

FAX:850 558 1515
FAX NO. 2174922793
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T-085 P.002/003 F-616

**CERTIFICATE OF MERGER
OF
TIMES MIRROR MULTIMEDIA CORPORATION,
TMP HOLDINGS, INC.,
TM PROPERTIES, INC.
AND
TIMES MIRROR CT, INC.
INTO
TMNJ, INC.**

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The undersigned corporation does hereby certify that:

1. TMNJ, Inc. (the "Surviving Corporation") is a Delaware corporation and a wholly owned subsidiary of Tribune Company, a Delaware corporation ("Tribune").
2. Times Mirror Multimedia Corporation, a Delaware corporation ("Multimedia"), TMP Holdings, Inc., a Florida corporation ("TMP"), TM Properties, Inc., a Colorado corporation ("TM Properties"), and Times Mirror CT, Inc., a Connecticut corporation ("TM CT"), are also and wholly owned subsidiaries of Tribune.
3. The respective boards of directors of each of the Surviving Corporation, Multimedia, TMP, TM Properties and TM CT (collectively, the "Constituent Entities") have approved, adopted, certified and acknowledged the entry of the Constituent Entities into Plan of Merger (the "Merger Agreement") pursuant to which M Multimedia, TMP, TM Properties and TM CT (collectively, the "Merged Entities") will be merged with and into the Company.
4. Tribune, as the sole shareholder of each Constituent Entity, has approved the Merger Agreement.
5. A duly authorized officer of each Constituent Entity has executed the Merger Agreement.
6. The Surviving Corporation will be the surviving corporation and the name of the surviving corporation will continue to be TMNJ, Inc.
7. The certificate of incorporation of the Surviving Corporation will be the certificate of incorporation of the surviving corporation.
8. An executed copy of the Merger Agreement is on file at the principal offices of the Surviving Corporation, located at 435 North Michigan Avenue, Chicago, IL 60611. The Surviving Corporation, as the surviving corporation, will furnish a copy of the Merger Agreement to any shareholder of a Constituent Entity.

LOCATION:2174922793

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FILE No.185 05/16 '05 23:24 ID:CSC
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9. The authorized capital stock of each corporation that is a Constituent Entity organized outside of the State of Delaware is as follows:

Corporation	State of Formation	Authorized Capital
Times Mirror CT. Inc.	Connecticut	100 shares of common stock
TM Properties, Inc.	Colorado	100 shares of common stock
TMP Holdings, Inc.	Florida	3,950 shares of common stock

Dated December 24, 2003

TMNJ, INC.

By: 

Mark W. Hianik
Assistant Secretary

TIMES MIRROR MULTIMEDIA CORPORATION

By: 

Mark W. Hianik
Assistant Secretary

TMP HOLDINGS, INC.

By: 

Mark W. Hianik
Assistant Secretary

TM PROPERTIES, INC.

By: 

Mark W. Hianik
Assistant Secretary

TIMES MIRROR CT, INC.

By: 

Mark W. Hianik
Assistant Secretary

LOCATION:2174922793

RX TIME 05/16 '05 15:29

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PLAN OF MERGER

PLAN OF MERGER dated as of the 24th day of December, 2003 by and between TMNJ, Inc., a Delaware corporation ("TMNJ"), and TMP Holdings, Inc., a Florida corporation ("TMP," and together with TMNJ, the "Constituent Entities").

WHEREAS, the Merger (as defined below) will be effected pursuant to Section 251 of the Delaware General Corporation Law (the "Delaware Law") and Section 607.1108 of the Florida 1989 Business Corporation Act (the "Florida Law"), which permits any two or more domestic corporations to be merged with and into a single entity; and

WHEREAS, each of the Constituent Entities is a wholly owned subsidiary of Tribune Company ("Tribune").

WHEREAS, the Boards of Directors of each Constituent Entity and Tribune (as the sole stockholder of each Constituent Entity) have adopted resolutions authorizing the Merger.

NOW THEREFORE, each Constituent Entity hereby agrees as follows:

FIRST: TMP shall be merged (the "Merger") with and into TMNJ pursuant to applicable provisions of the Delaware Law and the Florida Law and TMNJ shall be the surviving corporation.

SECOND: The Certificate of Incorporation of TMNJ immediately prior to the Merger shall be the Certificate of Incorporation of the surviving corporation after the Merger and the name of the surviving corporation shall continue to be TMNJ, Inc.

THIRD: The Merger shall be effective on December 24, 2003 (the "Effective Date").

FOURTH: On the Effective Date, the separate existence of TMP shall cease, and TMNJ, as the surviving corporation, shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of TMP and all property, real, personal or mixed, tangible or intangible, and all debts due on whatever account and all and every other interest of or belonging to or due TMP shall be taken and deemed to be transferred to and vested in TMNJ without further act or deed, and the title to any real estate, or any interest therein vested in TMP by deed or otherwise shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of TMP shall be preserved unimpaired, and all debts, liabilities and obligations of TMP shall attach to TMNJ and may be enforced against it to the same extent as though such debts, liabilities and obligations have been incurred or contracted by it.

FIFTH: On the Effective Date, (i) each share of stock of TMNJ issued and outstanding on that date shall remain issued and outstanding and shall not be exchanged or converted in any manner, and (ii) all shares of stock in TMP issued and outstanding shall be cancelled. No shares of TMNJ will be issued in connection with the Merger.

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SIXTH: TMP, as the non-surviving entity, and TMNJ, as the surviving corporation, hereby stipulate that they will cause to be executed and filed or recorded any document or documents prescribed by Delaware Law or Florida Law, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger (including withdrawing TMP from any appropriate jurisdiction or qualifying TMNJ in any appropriate jurisdiction).

SEVENTH: The proper officers of the Constituent Entities are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

EIGHTH: The Merger shall have the effects set forth in the Delaware Law and the Florida Law.

IN WITNESS WHEREOF, this Plan of Merger has been duly executed as of this 24th day of December, 2003.

TMNJ, INC.

By:

Mark W. Hianik
Assistant Secretary

TMP, INC.

By:

Mark W. Hianik
Assistant Secretary