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*Merge*

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TALLAHASSEE, FLORIDA

*DR*  
*11/21/12*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 428870 4304512

AUTHORIZATION :

*Spuddelean*

COST LIMIT : \$ ~~105~~ 70.00

ORDER DATE : November 20, 2012

ORDER TIME : 2:42 PM

ORDER NO. : 428870-030

CUSTOMER NO: 4304512

ARTICLES OF MERGER

NORTH ORANGE AVENUE  
PROPERTIES, INC.

INTO

ORLANDO SENTINEL  
COMMUNICATIONS COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER OF  
NORTH ORANGE AVENUE PROPERTIES, INC.  
(a Florida corporation)

FILED  
2012 NOV 20 PM 4:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WITH AND INTO  
ORLANDO SENTINEL COMMUNICATIONS COMPANY  
(a Delaware corporation)

November 20, 2012

Pursuant to Sections 607.1107 and 607.1104 of the Florida Business Corporation Act (the "Act"), the following Articles of Merger are submitted to merge Orlando Sentinel Communications Company, a Delaware corporation ("Surviving Corporation"), and North Orange Avenue Properties, Inc., a Florida corporation and wholly-owned subsidiary of Surviving Corporation ("Non-Surviving Corporation") in accordance with Section 607.1109 of the Act.

**FIRST:** The name, entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
North Orange Avenue Properties, Inc.	Florida	Corporation

**SECOND:** The name, entity type and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Orlando Sentinel Communications Company	Delaware	Corporation

**THIRD:** Exhibit A attached hereto and made a part hereof is an agreement and plan of merger (the "Plan") that contemplates the merger (the "Merger") of Non-Surviving Corporation with and into Surviving Corporation, as adopted and approved by the board of directors of Surviving Entity on the date first set forth above pursuant to Section 607.1104 and other applicable provisions of the Act.

**FOURTH:** Shareholder approval of neither Surviving Corporation nor Non-Surviving Corporation was required pursuant to Section 607.1104 of the Act.

**FIFTH:** The Plan was approved by Surviving Entity in accordance with the applicable laws of the State of Delaware.

**SIXTH:** The effective date of the Merger shall be the date of the filing of these Articles of Merger with the Florida Department of State Division of Corporations.

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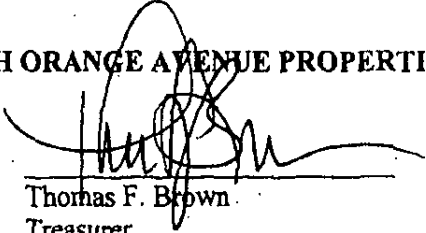
**SEVENTH:** The principal office address of Surviving Entity in Delaware is 2711 Centerville Road Suite 400, Wilmington, Delaware 19808, New Castle County.

**EIGHTH:** Surviving Entity (a) appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the Merger and (b) agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the Merger the amount, if any, to which they are entitled under Section 607.1302 of the Act.

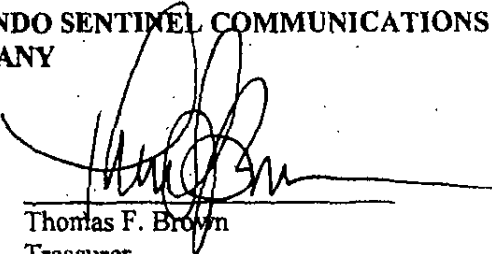
*[Signatures Follow]*

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer thereof, as of the date first above written.

**NORTH ORANGE AVENUE PROPERTIES, INC.**

By:   
Name: Thomas F. Brown  
Title: Treasurer

**ORLANDO SENTINEL COMMUNICATIONS  
COMPANY**

By:   
Name: Thomas F. Brown  
Title: Treasurer

**EXHIBIT A**

**AGREEMENT AND  
PLAN OF MERGER OF**

**NORTH ORANGE AVENUE PROPERTIES, INC.**  
**(a Florida corporation)**

**WITH AND INTO**

**ORLANDO SENTINEL COMMUNICATIONS COMPANY**  
**(a Delaware corporation)**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement") is made as of November 20, 2012, by and between, Orlando Sentinel Communications Company, a Delaware corporation ("Surviving Entity"), and North Orange Avenue Properties, Inc., a Florida corporation and wholly-owned subsidiary of Surviving Entity ("Non-Surviving Entity").

**WHEREAS**, provision for the merger of Non-Surviving Entity with and into Surviving Entity (the "Merger") is contained in an order entered by the United States Bankruptcy Court for the District of Delaware, having jurisdiction of a proceeding under the Bankruptcy Code (11 U.S.C. § 101 et seq.), confirming a plan of reorganization providing for, among other things, the Merger; and

**WHEREAS**, this Agreement has been adopted and approved by the board of directors of Surviving Entity in accordance with the laws of the State of Florida and the laws of the State of Delaware.

**NOW, THEREFORE**, in consideration of the foregoing and of the agreements, covenants and provisions hereinafter set forth, the parties hereby agree as follows:

**ARTICLE I**

1.1 Merger of Non-Surviving Entity into Surviving Entity. Non-Surviving Entity shall be merged with and into Surviving Entity in accordance with the applicable provisions of the laws of the State of Florida and the laws of the State of Delaware. The separate existence of Non-Surviving Entity shall thereupon cease and Surviving Entity shall survive the Merger. The Merger shall become effective upon the filing of the articles of merger with respect to the Merger with the Florida Department of State Division of Corporations and the certificate of ownership and merger with respect to the Merger with the Secretary of State of the State of Delaware (the "Effective Time"). The name of Surviving Entity shall remain "Orlando Sentinel Communications Company".

1.2 Effect of Merger. The Merger shall have the effect specified in the Florida Business Corporation Act and the Delaware General Corporation Law. Without limiting the generality of the foregoing, in the Merger, all of the rights, duties and obligations of Non-Surviving Entity shall be vested in Surviving Entity.

## ARTICLE II

2.1 Articles of Incorporation. The Certificate of Incorporation of Surviving Entity as it shall exist at the Effective Time shall be the Certificate of Incorporation of Surviving Entity immediately following the Effective Time.

2.2 Officers. The officers of Surviving Entity shall continue in office until their successors shall have been elected and qualified.

## ARTICLE III

3.1 Conversion of Equity Interests. The manner of converting the outstanding shares of Non-Surviving Entity and the outstanding shares of Surviving Entity shall be as follows:

(a) All shares of Surviving Entity issued and outstanding at the Effective Time shall remain issued and outstanding immediately following the Merger.

(b) All shares of Non-Surviving Entity issued and outstanding at the Effective Time and all rights in respect thereof shall forthwith be cancelled.

## ARTICLE IV

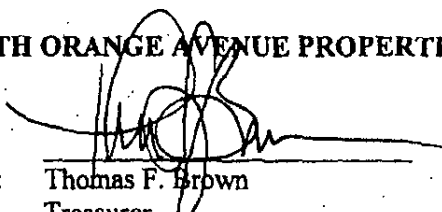
4.1 Governing Law. This Agreement shall be governed by the laws of the State of Florida and the laws of the State of Delaware, as applicable.

4.2 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall constitute one and the same agreement and shall become effective when one or more counterparts have been signed by each party and delivered to the other party.

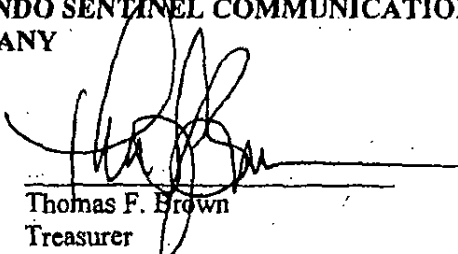
\* \* \* \* \*

IN WITNESS WHEREOF, each of Non-Surviving Entity and Surviving Entity  
have caused this Agreement to be executed as of the date first written above.

**NORTH ORANGE AVENUE PROPERTIES, INC.**

By:   
Name: Thomas F. Brown  
Title: Treasurer

**ORLANDO SENTINEL COMMUNICATIONS  
COMPANY**

By:   
Name: Thomas F. Brown  
Title: Treasurer