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City

State

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Phone

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*****52.50 *****52.50

CORPORATION(S) NAME

Genus Communications Company Limited Partnership

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- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Name Registration
- Change of R.A.
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BK 4/2/98

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

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CONUS COMMUNICATIONS COMPANY LIMITED PARTNERSHIP

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership here submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The corporate general partner of Conus Communications Company Limited Partnership, Hubbard Broadcasting, Inc. (Florida Registration No. 812601; FEIN No. 41-0432555), was merged into WTOG-TV, Inc. (Florida Registration No. 584486; FEIN No. 41-1427680), and the name of the surviving corporation, WTOG-TV, Inc., was changed to Hubbard Broadcasting, Inc. on December 31, 1996. A certified copy of the certificate of merger issued by the State of Minnesota Secretary of State is attached as Exhibit A.

HUBBARD BROADCASTING, INC.

HUBBARD BROADCASTING, INC.

By: Linda Tremere (F98000001883)

(Signature of a General Partner)

3415 University Avenue
St. Paul, MN 55114

Linda Tremere, Vice President

(Typed or printed name of General Partner signing above)

STATE OF Minnesota

COUNTY OF Ramsey

On this 30th day of March, 19 98, Linda Tremere personally appeared before me,

who is personally known to me

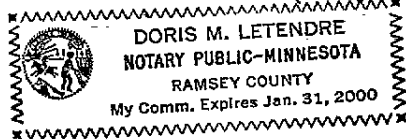
whose identity I proved on the basis of _____

Doris M. Letendre

(Notary Public Signature)

Doris M. Letendre

(Notary's Printed Name)



Seal

My Commission Expires: 1-31-00

417 465

L.S., 1982



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To All To Whom These Presents Shall Come, Greeting:

Whereas, Articles of Incorporation, duly signed and acknowledged under oath, have been filed for record in the office of the Secretary of State, on the 22nd day of June A. D. 1982 for the incorporation of

WTOG-TV, Inc.

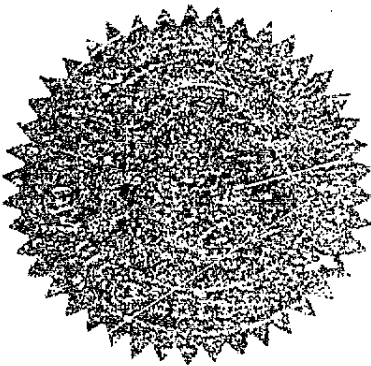
under and in accordance with the provisions of Minnesota Statutes, Chapter 302A

Now, Therefore, by virtue of the powers and duties vested in me by law, as Secretary of State of the State of Minnesota I do hereby certify that the said

WTOG-TV, Inc.

is a legally organized Corporation under the laws of this State

Witness my official signature hereunto subscribed and the Great Seal of the State of Minnesota hereunto affixed this Twenty-Second day of June in the year of our Lord one thousand nine hundred and Eighty-Two



Jean Anderson Grove
 Secretary of State.

L-5A, 11/23

ARTICLES OF INCORPORATION
OF
WTOG-TV, Inc.

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The undersigned incorporator, being a natural person more than 18 years of age, for the purpose of forming a business corporation under and pursuant to the provisions of Chapter 302A Minnesota Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is WTOG-TV, Inc.

ARTICLE II

The address of the registered office of this corporation is 3415 University Avenue West, St. Paul, Ramsey County, Minnesota 55114-2009.

ARTICLE III

The aggregate number of shares that this corporation has authority to issue is 1,000,000.

ARTICLE IV

The Board shall have authority to establish more than one class or series of shares of this corporation, and the different classes and series shall have such relative rights and preferences, with such designations, as the Board may by resolution determine.

ARTICLE V

There shall be no cumulative voting by the shareholders for the election of directors.

ARTICLE VI

Except as may be otherwise provided by the Board in a resolution establishing a class or series of the shares of this corporation, shareholders shall have no preemptive rights.

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ARTICLE VII

Any action required or permitted to be taken at a Board meeting, if such action need not be approved by the shareholders may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present.

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ARTICLE VIII

The name and address of the incorporator is:

Thomas D. Feinberg
1200 National City Bank Building
510 Marquette Avenue
Minneapolis, Minnesota 55402

IN WITNESS WHEREOF, I have hereunto set my hand this 22 day of June, 1982.

Incorporator

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 22 day of June, 1982, before me, a notary public within and for Hennepin County, Minnesota, personally appeared Thomas D. Feinberg, to me known to be the person named in and who executed the foregoing Articles of Incorporation. Being first duly sworn by me, he acknowledged that he executed the said Articles as his free act and deed and for the purposes therein expressed.

Notary Public

CLARICE M. DAVIS
NOTARY PUBLIC - MINNESOTA
HENNEPIN COUNTY

STATE OF MINNESOTA
DEPARTMENT OF STATE
RECORDED AND INDEXED TO INCORP. IN THIS
OFFICE ON THE 22 DAY OF JUNE
A. D. 1982, AT 1:30 O'CLOCK P. M.,
AND WAS DULY RECORDED IN BOOK LSA
OF INCORPORATIONS, ON PAGE 520
James Andrew Brown

4D-465

ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WTOG-TV, INC.

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I, Stanley S. Hubbard, as Chairman of the Board of WTOG-TV, Inc., a Minnesota corporation, do hereby certify that the following resolution was adopted by the sole shareholder of said corporation by a writing in lieu of a meeting pursuant to Minnesota Statutes, Section 302A.441, effective as of November 25, 1996, and that said resolution is still in full force and effect:

RESOLVED, that the Articles of Incorporation of this corporation shall be amended and restated to supersede and take the place of the existing Articles of Incorporation, as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WTOG-TV, INC.

Article I

The name of this corporation is WTOG-TV, Inc.

Article II

The address of the registered office of this corporation is 3415 University Avenue West, St. Paul, Minnesota 55114-2009.

Article III

The authorized capital of this corporation shall consist of 4,500,000 shares of common stock of the par value of \$1.00 each, consisting of 2,000,000 voting shares and 2,500,000 non-voting shares. The shares of voting common stock and non-voting common stock shall be identical in all respects and have the same rights and preferences, except that the holders of the non-voting common stock shall have neither voting privileges nor be entitled to notices of shareholders' meetings.

Article IV

Subject to the provisions of Article III hereof, the board shall have authority to establish more than one class or series of shares of this corporation, and the

different classes and series shall have such relative rights and preferences, with such designations, as the board may by resolution provide.

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Article V

Except as may be otherwise provided by the board in a resolution establishing a class or series of the shares of this corporation, shareholders shall have no preemptive rights.

Article VI

There shall be no cumulative voting by shareholders for the election of directors.

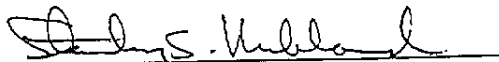
Article VII

Any action required or permitted to be taken at a board meeting, if such action need not be approved by the shareholders, may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

Article VIII

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. The foregoing shall not be deemed to eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 302A.559 or 80A.23 of Minnesota Statutes, (iv) for any transaction from which the director derived any improper personal benefit, or (v) for any act or omission occurring prior to the effective date of this Article VIII. Any repeal or modification of this paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, this document has been executed this 25th day of November, 1996.



Stanley S. Hubbard
Chairman of the Board

STATE OF MINNESOTA
DEPARTMENT OF STATE
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Secretary of State

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State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF MERGER

I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: HUBBARD BROADCASTING, INC.

MN: WTOG-TV, INC.

State of Formation and Name of Surviving Entity:

MN: WTOG-TV, INC.

Effective Date of Merger: December 31, 1996

Name of Surviving Entity After Effective Date of Merger:

HUBBARD BROADCASTING, INC.

This certificate has been issued on: December 16, 1996.



Joan Anderson Grove
Secretary of State.

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CORPORATIONS

H.D. 7/6/96
 ARTICLES OF MERGER
 MERGING
 HUBBARD BROADCASTING, INC.,
 A MINNESOTA CORPORATION,
 INTO
 WTOG-TV, INC.,
 A MINNESOTA CORPORATION

Pursuant to the provisions of Minnesota Statutes, Section 302A.621, the undersigned, being the Chairman of the Board of Directors and Secretary of each of Hubbard Broadcasting, Inc., a Minnesota corporation, and WTOG-TV, Inc., a Minnesota corporation, respectively, hereby certify that:

- (a) WTOG-TV, Inc. is a wholly-owned subsidiary of Hubbard Broadcasting, Inc.;
- (b) attached hereto as Exhibit A is a true and correct copy of the Plan and Agreement of Merger (the "Plan of Merger") merging Hubbard Broadcasting, Inc. (the "Merged Corporation") into WTOG-TV, Inc. (the "Surviving Corporation");
- (c) the number of outstanding shares of the Merged Corporation is 1,010,000 shares of Voting Common Stock, par value \$1.00, and 1,229,441 shares of Non-Voting Common Stock, par value \$1.00;
- (d) the number of outstanding shares of the Surviving Corporation is 1,000 shares of Voting Common Stock, par value \$1.00, **all of which shares are owned by the Merged Corporation;**
- (e) all of the shareholders of the Merged Corporation have waived their right to a mailing of the Plan of Merger under Section 302A.621, subd. 2 of the Minnesota Business Corporation Act;
- (f) the Plan of Merger and Merger has been approved by a vote of the Board of Directors and shareholders of the Merged Corporation under Section 302A.621, Subd. 3 of the Minnesota Business Corporation Act by unanimous writing in lieu of a meeting of the Board of Directors and a meeting of the shareholders; and
- (g) these Articles of Merger, dated December 10, 1996, and the Plan of Merger attached hereto shall be effective December 31, 1996 if not abandoned prior thereto pursuant to the terms of the Plan of Merger.

EXHIBIT A
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PLAN AND
AGREEMENT OF MERGER
MERGING
HUBBARD BROADCASTING, INC.,
A MINNESOTA CORPORATION,
INTO
WTOG-TV, INC.,
A MINNESOTA CORPORATION

AGREEMENT made this 9th day of December, 1996, by and between HUBBARD BROADCASTING, Inc., a Minnesota corporation (hereinafter "HBI"), and WTOG-TV, Inc., a Minnesota corporation (hereinafter "WTOG" or the "Surviving Corporation"), each of which are hereinafter referred to as the "Constituent Corporations."

WITNESSETH:

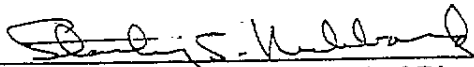
WHEREAS, HBI, by its Restatement of its Articles of Incorporation, has an authorized common stock consisting of 4,500,000 shares with a par value of \$1.00 per share, consisting of 2,000,000 voting shares, of which 1,010,000 of such voting shares are now issued and outstanding, and 2,500,000 non-voting shares, of which 1,229,441 of such non-voting shares are now issued and outstanding; and

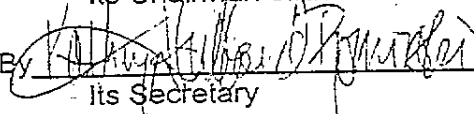
WHEREAS, WTOG, by its Amended and Restated Articles of Incorporation, has an authorized capital stock consisting of 4,500,000 shares of common stock, with a par value of \$1.00 per share, consisting of 2,000,000 voting shares, of which 1,000 of such voting shares are now issued and outstanding, and 2,500,000 non-voting shares, none of which shares are now issued or outstanding; and

WHEREAS, WTOG is a wholly-owned subsidiary of HBI, and

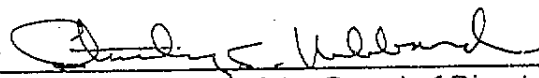
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HUBBARD BROADCASTING, INC.
(Merged Corporation)

By 
Its Chairman of the Board of Directors

By 
Its Secretary

WTOG-TV, INC.
(Surviving Corporation)

By 
Its Chairman of the Board of Directors

By 
Its Secretary

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WHEREAS, the Boards of Directors of HBI and WTOG deem it desirable and in the best interest of the respective Constituent Corporations and their shareholders that HBI be merged into and with WTOG (hereinafter the "Merger") pursuant to Sections 302A.601 et seq. of the Minnesota Business Corporation Act;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of the Merger, the parties hereto covenant and agree as follows:

1. Merger. The effective date of the Merger shall be December 31, 1996 (the "Effective Date"); provided, however, that this Plan and Agreement of Merger shall not have been abandoned prior to such date in accordance with Section 11 hereof. On the Effective Date, HBI shall be deemed to have merged into and with WTOG, which shall survive the merger.
2. Name of Surviving Corporation. The name of the Surviving Corporation shall be Hubbard Broadcasting, Inc. ✓
3. Governing Law: Articles of Incorporation. The laws which shall govern the Surviving Corporation are the laws of the State of Minnesota. On the Effective Date of the merger, the Amended and Restated Articles of Incorporation of WTOG shall be the Amended and Restated Articles of Incorporation of the Surviving Corporation, except that Article I of said Amended and Restated Articles of Incorporation shall be amended to read as follows: "The name of this corporation shall be Hubbard Broadcasting, Inc."
4. Bylaws. On the Effective Date of the Merger, the Bylaws of HBI shall be the Bylaws of the Surviving Corporation, until the same shall be amended in accordance with the provisions thereof.

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5. Conversion of Outstanding Securities on Merger. Upon the Effective Date of the Merger (i) each of the shares of voting common stock of HBI outstanding on said Effective Date shall be converted into one share of the voting common stock of the Surviving Corporation, and (ii) each of the shares of non-voting common stock of HBI outstanding on the Effective Date shall be converted into one share of the non-voting common stock of the Surviving Corporation. Each share of voting common stock of WTOG outstanding on the Effective Date, by virtue of the Merger, shall be immediately thereupon cancelled.

6. Effect of Merger. Upon the Effective Date, the separate existence of HBI shall cease and the Surviving Corporation shall thereupon continue its corporate existence and possess all the rights, privileges, powers and franchises and shall be subject to all the restrictions, disabilities and duties of HBI, and all the property, real, personal and mixed, all debts due to HBI in whatever account, all choses in action, and all other property and interest belonging to HBI shall be and become the property of the Surviving Corporation; all rights of creditors and all liens upon the property of HBI shall be preserved and unimpaired, and all debts, liabilities and duties of HBI shall thereafter attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

7. Further Assurances. From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, HBI will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to,

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and possession of, all its property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purposes of this Agreement.

8. Directors of Surviving Corporation. The directors of the Surviving Corporation shall be the directors of HBI, who shall serve until their successors shall have been elected and shall have qualified pursuant to the Bylaws of the Surviving Corporation.

9. Officers of Surviving Corporation. The principal officers of the Surviving Corporation shall be the officers of HBI, who shall serve until their successors shall have been elected and shall have qualified pursuant to the Bylaws of the Surviving Corporation. The Surviving Corporation may have such other officers as shall be provided in its Bylaws.

10. Vacancies. If on the Effective Date of the Merger a vacancy shall exist in the Board of Directors of the Surviving Corporation or in any of the offices specified above by reason of the inability or failure of any of the above persons to accept a directorship in the Surviving Corporation or the office to which he is designated, as the case may be, such vacancy may thereafter be filled in the manner provided in the Bylaws of the Surviving Corporation.

11. Abandonment of Merger. Anything herein contained to the contrary notwithstanding, this Plan and Agreement of Merger may be terminated or abandoned, before the Effective Date of the Merger, by mutual consent of the Boards of Directors of the Constituent Corporations.

12. Counterparts. This Plan and Agreement of Merger may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all such counterparts shall constitute one and the same Plan and Agreement of Merger.

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IN WITNESS WHEREOF, each of the parties hereto have executed this Plan and Agreement of Merger the day and year first above mentioned.

HUBBARD BROADCASTING, INC.

By *Stanley Hubbard*
its Chairman of the Board of Directors

Attest:

William H. ...
Secretary

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WTOG-TV, INC.

By *Stanley Hubbard*
its Chairman of the Board of Directors

Attest:

William H. ...
Secretary

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
DATED 16 DEC 1996
Paul Anderson
Secretary of State

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 3-26-1998

Jean Anderson Howe

Secretary of State



BY

Patricia Sue