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MERGER OR SHARE EXCHANGE

GRAY TELEVISION GROUP, INC.

Certificate of Status	0
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ARTICLES OF MERGER
MERGINGR. B. & J. ASSOCIATES, LTD., a Florida Limited Partnership
WITH AND INTO
GRAY TELEVISION GROUP, INC., a Delaware Corporation

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Pursuant to Section 260.203 of
the Florida Revised Uniform Limited Partnership Act (1986)

Pursuant to Section 620.203 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"), R. B. & J. ASSOCIATES, LTD., a Florida limited partnership ("RB&J"), and GRAY TELEVISION GROUP, INC., a Delaware corporation ("GTG"), hereby submit the following Articles of Merger:

FIRST. The name and jurisdiction of formation or organization of each business entity a party to the merger is:

Name
R. B. & J. Associates, Ltd.
Gray Television Group, Inc.

Jurisdiction
Florida
Delaware

SECOND. The name of the surviving corporation (the "Surviving Corporation"), which shall be a Delaware corporation, is Gray Television Group, Inc.

THIRD. The Plan and Agreement of Merger (the "Agreement") is attached hereto as Exhibit A and incorporated herein by reference.

FOURTH. The Agreement was approved by RB&J in accordance with Section 620.202 of the Act.

FIFTH. The Agreement was approved by GTG in accordance with the applicable laws of the State of Delaware.

SIXTH. The merger will be effective at 11:45 p.m. on November 21, 2005 (the "Effective Time").

SEVENTH. The address of the principal office of the Surviving Corporation will be 125 North Washington Street, Albany, Georgia 31701.

EIGHTH. The Surviving Corporation is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting partners of RB&J.

NINTH. The Surviving Corporation has agreed to promptly pay to the dissenting

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partners of RB&J the amount, if any, to which they are entitled under Section 620.205 of the
Act.

IN WITNESS WHEREOF, the undersigned have caused their duly authorized
representatives to execute these Articles of Merger as of the Effective Time.

"GTG"

GRAY TELEVISION GROUP, INC.

By: 

Name: James C. Ryan

Title: Senior Vice President, Assistant Secretary
and Treasurer

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"RB&J"

R. B. & J. ASSOCIATES, LTD.

By: Gray Television Group, Inc.,
General Partner

Name: James C. Ryan

Title: Senior Vice President, Assistant Secretary
and Treasurer

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EXHIBIT A

PLAN AND AGREEMENT OF MERGER

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DWM-GH-3 CORPORATIONS
TALLAHASSEE, FLORIDAPLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") is made and entered into this 21st day of November, 2005, by and between R. B. & J. ASSOCIATES, LTD. a Florida limited partnership ("RB&J"), and GRAY TELEVISION GROUP, INC., a Delaware corporation ("GTG").

WITNESSETH:

WHEREAS, the parties hereto desire to merge RB&J with and into GTG (the "Merger") upon the terms and subject to the conditions set forth herein;

NOW, THEREFORE, FOR AND IN CONSIDERATION of the premises, the mutual promises, covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

ARTICLE I
THE MERGER

1.1 The Merger. Subject to and in accordance with the terms and conditions set forth in this Agreement, at the "Effective Time" (as defined in Section 1.3 hereof), RB&J shall be merged with and into GTG, which shall be the surviving corporation (the "Surviving Corporation") in the Merger, and the separate existence of RB&J shall thereupon cease. The name of the Surviving Corporation shall remain "Gray Television Group, Inc." The Merger shall have the effects set forth in Section 259 of the Delaware General Corporation Law (the "Delaware Corporation Law") and Section 620.204 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Florida LP Act").

1.2 Certificate of Merger. Contemporaneously with the execution of this Agreement (i) the Surviving Corporation shall execute a Certificate of Merger in the form attached hereto as Exhibit A, and, as soon as practicable thereafter, the Surviving Corporation shall file the executed Certificate of Merger with the Secretary of State of the State of Delaware in accordance with Section 263(c) of the Delaware Corporation Law; and (ii) the general partner of RB&J and GTG shall execute Articles of Merger in the form attached hereto as Exhibit B, and, as soon as practicable thereafter, the Surviving Corporation shall file the executed Articles of Merger with the Department of State of the State of Florida in accordance with Section 620.203(1) of the Florida LP Act.

1.3 Effective Time. The Merger shall become effective at 11:45 p.m. on November 21, 2005.

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ARTICLE 2
THE SURVIVING CORPORATION

2.1 Certificate of Incorporation and Bylaws. The Certificate of Incorporation and the Bylaws of GTG in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and the Bylaws of the Surviving Corporation, unless and until altered, amended or repealed in accordance with applicable law.

2.2 Officers and Directors. The officers and directors of GTG immediately prior to the Effective Time shall be the officers and directors, respectively, of the Surviving Corporation at and after the Effective Time and shall serve in such capacities until their respective successors are duly elected and qualified.

ARTICLE 3
CONVERSION OF SHARES

3.1 RB&J General and Limited Partner Units.

(a) At the Effective Time the outstanding General Partner Units and/or Limited Partner Units in RB&J shall be cancelled without consideration.

(b) The Surviving Corporation hereby agrees to promptly pay to the dissenting partners of RB&J the amount, if any, to which they are entitled under Section 620.205 of the Florida LP Act.

3.2 GTG Stock. At the Effective Time, each share of GTG stock issued and outstanding immediately prior to the Effective Time shall continue unchanged and shall evidence the same number of shares of capital stock of the Surviving Corporation.

ARTICLE 4
TERMINATION

4.1 Termination Prior to Effective Time. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by appropriate action of either RB&J or GTG at any time prior to the Effective Time.

ARTICLE 5
MISCELLANEOUS

5.1 Notices. All notices, requests, and other communications hereunder shall be in writing and shall be sent by hand delivery, by certified or registered mail, return receipt requested, or by a recognized national overnight courier service as set forth to:

Gray Television Group, Inc.
125 North Washington Street
Albany, Georgia 31701

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5.2 Entire Agreement. This Agreement constitutes the entire agreement and understanding concerning the subject matter hereof between the parties hereto. This Agreement may not be modified or amended, except by a writing executed by both parties hereto.

5.3 Binding Effect. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

5.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

5.5 Consent and Certification.

(a) RB&J. By signing this Agreement, the General Partner and the Limited Partner of RB&J hereby approve this plan of merger as required by Section 620.202(1) of the Florida LP Act and hereby waive any notification requirements imposed by Section 620.202(3) of the Florida LP Act, as allowed by that section.

(b) GTG. By signing this Agreement, the secretary or assistant secretary of GTG hereby certify that this Agreement has been adopted pursuant to Section 251(f) of the Delaware Corporation Law and that (i) this Agreement does not amend in any respect the Certificate of Incorporation of GTG; (ii) each share of stock of GTG outstanding immediately prior to the Effective Time is to be an identical outstanding share of the Surviving Corporation after the Effective Time; and (iii) no shares of common stock of the Surviving Corporation and no shares, securities or obligations convertible into such stock are to be issued or delivered under this Agreement.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the undersigned have caused their duly authorized representatives to execute this Agreement as of the day and year first above written.

"GTG"

GRAY TELEVISION GROUP, INC.

By: 

Name: James C. Ryan

Title: Senior Vice President, Assistant Secretary and Treasurer

"RB&J"

R. B. & J. ASSOCIATES, LTD.

By: Gray Television Group, Inc.,
General Partner

Name: James C. Ryan

Title: Senior Vice President, Assistant Secretary and Treasurer

By: WVLT-TV, Inc., Limited Partner

Name: James C. Ryan

Title: Vice President and Chief Financial Officer

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