

F96000005005

ALSTON & BIRD LLP

One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

404-881-7000
Fax: 404-881-4777
www.alston.com

Jan R. Ezell
Corporate Legal Assistant

Direct Dial (404) 881-7442

February 26, 1998

BY UPS OVERNIGHT

Mr. Buck Kohr
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

2/27/98

FILED
MAR 10 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Buck:

100002454721--7
-03/12/98--01009--011

Enclosed for filing in the order listed below are the original and one copy of the following documents: *****35.00

1. Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Porta-Phone Paging, Inc. (n/k/a Gray Florida Holdings, Inc.) along with a check in the amount of \$35 in payment of the filing fee.
2. Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for WJHG-TV, Inc. along with a check in the amount of \$35 in payment of the filing fee.
3. Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for WCTV Operating Corp. along with a check in the amount of \$35 in payment of the filing fee.
4. Application for Cancellation and Registration of Fictitious Name (Porta-Phone Paging) along with a check in the amount of \$50 in payment of the filing fee. *CORPAPNC*
WJHG-TV
N/C
5. Application for Registration of Fictitious Name (WCTV) along with a check in the amount of \$50 in payment of the filing fee.

1211 East Morehead Street
P. O. Drawer 34009
Charlotte, NC 28234-4009
704-331-6000
Fax: 704-334-2014

3605 Glenwood Avenue
P. O. Drawer 31107
Raleigh, NC 27622-1107
919-420-2200
Fax: 919-881-3175

601 Pennsylvania Avenue, N.W.
North Building, Suite 250
Washington, DC 20004-2601
202-508-3300
Fax: 202-508-3333

VS MAR 11 1998

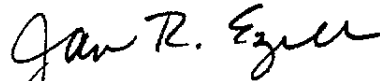
Mr. Buck Kohr
February 26, 1998
Page 2

6. Application for Registration of Fictitious Name (WJHG-TV) along with a check in the amount of \$50 in payment of the filing fee.

Please file-stamp the enclosed copies of the documents and return them to me.

As always, thanks for your help. If you have any questions regarding the enclosed, please call me at (404) 881-7442.

Sincerely yours,


Jan R. Ezell
Corporate Legal Assistant

JRE:mw
Enclosure
cc: Ms. Kristin Mersereau
AD933220.025



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1998

JAN R. EZELL
ONE ATLANTIC CENTER
1201 W. PEACHTREE ST.
ATLANTA, GA 30309-3424

SUBJECT: PORTA-PHONE PAGING, INC.
Ref. Number: F96000005005

We have received your document for PORTA-PHONE PAGING, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 598A00012157

ALSTON & BIRD LLP

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Atlanta, Georgia 30309-3424

404-881-7000
Fax: 404-881-4777
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Jan R. Ezell
Corporate Legal Assistant

Direct Dial (404) 881-7442

March 9, 1998

BY UPS OVERNIGHT

Ms. Velma Shepherd
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

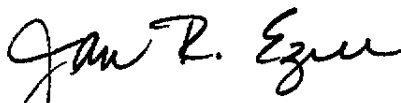
Re: Porta-Phone Paging, Inc.
Ref. Number: F96000005005

Dear Ms. Shepherd:

Pursuant to the enclosed correspondence, enclosed is a certified copy of the Certificate of Merger and Name Change which changes the name of Porta-Phone Paging, Inc. to Gray Florida Holdings, Inc.

Thank you very much for your assistance with this filing. If you have any questions regarding the enclosed, please call me at (404) 881-7442.

Sincerely yours,


Jan R. Ezell
Corporate Legal Assistant

JRE:mw
Enclosure
AD933220.025

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Fax 919-881-3175

601 Pennsylvania Avenue, N.W.
North Building, Suite 250
Washington, DC 20004-2601
202-508-3300
Fax: 202-508-3333

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
98 MAR 10 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Porta-Phone Paging, Inc.
Name of corporation as it appears within the records of the Department of State
2. Incorporated under laws of: Georgia
3. Date authorized to do business in Florida: September 30, 1996

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 31, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Gray Florida Holdings, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

William A. Fielder, III

William A. Fielder, III V. Pres.

2/17/98

Signature
Name and Title

Date

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980290380
CONTROL NUMBER : 9623467
DATE INC/AUTH/FILED: 07/18/1996
JURISDICTION : GEORGIA
PRINT DATE : 02/04/1998
FORM NUMBER : 215

ROSE MARTIN
229 PEACHTREE ST. STE 2300
ATLANTA, GA 303031608

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

GRAY FLORIDA HOLDINGS, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Lewis A. Massey

Lewis A. Massey
Secretary of State

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980140532
CONTROL NUMBER: 9623467
EFFECTIVE DATE: 12/31/1997
REFERENCE : 0091
PRINT DATE : 01/15/1998
FORM NUMBER : 412

HEYMAN & SIZEMORE
NEAL H. RAY
229 PEACHTREE STREET, N.E.
SUITE 2300
ATLANTA, GA 30303

CERTIFICATE OF MERGER AND NAME CHANGE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:
PORTA-PHONE PAGING, INC., A GEORGIA CORPORATION

Changing its name to:
GRAY FLORIDA HOLDINGS, INC.

Nonsurviving Entity/Entities:
WJHG-TV, INC., A GEORGIA CORPORATION
WCTV OPERATING CORP., A GEORGIA CORPORATION



Lewis A. Massey

Lewis A. Massey
Secretary of State

973110141

CERTIFICATE OF MERGER OF
PORTA-PHONE PAGING, INC. * 9623467
WJHG-TV, INC. 0900316
AND
WCTV OPERATING CORP. 9622162

I

The Board of Directors and shareholders of Porta-Phone Paging, Inc. ("Porta-Phone"), a Georgia corporation, the Board of Directors and shareholders of WJHG-TV, INC., a Georgia corporation ("WJHG"), and the Board of Directors and shareholders of WCTV Operating Corp. ("WCTV"), a Georgia corporation, have duly approved an Agreement and Plan of Merger.

II

The name of the surviving corporation is Gray Florida Holdings, Inc., a Georgia corporation.

III

The executed Agreement and Plan of Merger is on file at the principal place of business of Gray Florida Holdings, Inc., which is located at 126 North Washington Street, Albany, Georgia 31701.

IV

The Articles of Incorporation of Porta-Phone Paging, Inc. have been amended as follows:

Name has been changed to Gray Florida Holdings, Inc.

V

A copy of this Agreement and Plan of Merger will be provided by Gray Florida Holdings, Inc., on request and without cost, to any shareholder of Porta-Phone Paging, Inc., WJHG-TV, INC. or WCTV Operating Corp.

PORTA-PHONE PAGING, INC.

By: William A. Fielder, III
William A. Fielder, III
Vice President and Chief Financial Officer

ATTEST:

By: J. J. Lowry
Assistant Secretary

WJHG-TV, INC.

By: William A. Fielder, III
William A. Fielder, III
Vice President and Chief Financial Officer

ATTEST:

By: J. J. Lowry
Assistant Secretary

WCTV OPERATING CORP.

By: William A. Fielder, III
William A. Fielder, III
Vice President and Chief Financial Officer

ATTEST:

By: J. J. Lowry
Assistant Secretary

**CERTIFICATE REGARDING REQUEST FOR
PUBLICATION OF NOTICE OF MERGER**

The undersigned hereby certifies that Porta-Phone Paging, Inc., has delivered to The Albany Herald which is the official organ of Dougherty County where the registered office of Porta-Phone Paging, Inc., is located, a request to publish a notice of merger by and between Porta-Phone Paging, Inc., a Georgia corporation, WJHG-TV, Inc., a Georgia corporation, and WCTV Operating Corp., a Georgia corporation. The undersigned certifies that Porta-Phone Paging, Inc. has tendered payment in the amount of Forty Dollars (\$40.00) to accompany the request for publication.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and the seal of Porta-Phone Paging, Inc., this 31st day of December, 1997.

William A. Fielder, III

William A. Fielder, III
Vice President and Chief Financial Officer
Porta-Phone Paging, Inc.