

F99000005565

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

000003055110--S
-11/29/99-01064--025
*****70.00 *****70.00

Merge

*News - Press Publishing Company
merging into: Multimedia Cablevision, Inc.*

11/29/99

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <div>99 NOV 23 PM 2:26
FILED
TALLAHASSEE, FL
CLERK OF COURT</div> |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability	11/29/99
Document Examiner	ADR
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Verifier	
Acknowledgment	
W.F. Verifier	

PLEASE RETURN EXTRA COPY(S)
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THANKS

LAURA EARNEST

11/23
**00308, 00524, 00711, 00672*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 23, 1999

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: MULTIMEDIA CABLEVISION, INC.
Ref. Number: F99000005565

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

Please give the date of adoption by the shareholders of Multimedia Cablevision, Inc.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 499A00056086

RECEIVED
99 NOV 24 PM 1:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

NEWS-PRESS PUBLISHING COMPANY, a Florida corporation 119336

,

into

MULTIMEDIA CABLEVISION, INC., a South Carolina entity F99000005565

File date: November 23, 1999 , effective November 29, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
11/29/99

99 NOV 23 PM 2:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

NEWS-PRESS PUBLISHING COMPANY

INTO

MULTIMEDIA CABLEVISION, INC.

Pursuant to Section 607.1109 of the Florida Business Corporation Act ("BCA")

FIRST: The exact name, street address of the principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
News-Press Publishing Company 2442 Dr. Martin Luther King Blvd. Ft. Myers, Florida 33901-3897	Florida	corporation
Multimedia Cablevision, Inc. 701 East Douglas Avenue Wichita, Kansas 67202	South Carolina	corporation

SECOND: The name and address of the known place of business of the surviving corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Multimedia Cablevision, Inc. 701 East Douglas Avenue Wichita, Kansas 67202	South Carolina	corporation

THIRD: The Agreement and Plan of Merger meets the requirements of Section 607.1108 of the BCA and was approved, adopted and executed by News-Press Publishing Company in accordance with Chapter 607 of the BCA. The date of adoption by the shareholder is as of November 29, 1999. The Agreement and Plan of Merger is attached hereto as Exhibit A.

FOURTH: The Agreement and Plan of Merger was approved, adopted and executed by Multimedia Cablevision, Inc. in accordance with the laws of the State of South Carolina. The date of adoption by the Board of Directors of Multimedia Cablevision, Inc. is November 16, 1999 and shareholder approval was not required.

FIFTH: Multimedia Cablevision, Inc., as the surviving entity, hereby appoints the Florida Secretary of State as its agent for substitute service of process in any proceeding to enforce any obligation or rights of any dissenting shareholders of News-Press Publishing Company.

SIXTH: Multimedia Cablevision, Inc., as the surviving entity, hereby agrees to pay the dissenting shareholders of News-Press Publishing Company the amount, if any, to which they are entitled to under Section 607.1302 of the BCA.

SEVENTH: The merger shall become effective as of November 29, 1999.

EIGHTH: These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Merger as of the date set forth below and hereby affirm the truth of the statements contained herein under penalty of perjury.

NEWS-PRESS PUBLISHING COMPANY

Dated as of: November 29, 1999

By: _____

Thomas L. Chapple

Title: Secretary

MULTIMEDIA CABLEVISION, INC.

Dated as of: November 29, 1999

By: _____

Thomas L. Chapple

Title: Secretary

AGREEMENT AND PLAN OF MERGER
OF
NEWS-PRESS PUBLISHING COMPANY
INTO
MULTIMEDIA CABLEVISION, INC.

The following Agreement and Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 607.1107 of the Florida Corporation Act and Section 33-11-101 of the South Carolina Business Corporation Act:

FIRST: The exact name and jurisdiction of each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
News-Press Publishing Company	Florida
Multimedia Cablevision, Inc.	South Carolina

SECOND: The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Multimedia Cablevision, Inc.	South Carolina

THIRD: The terms and conditions of the merger are as follows:

On the effective date of the merger, News-Press Publishing Company shall be merged into Multimedia Cablevision, Inc., which shall be the surviving corporation.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each share of outstanding capital stock of News-Press Publishing Company shall be canceled without any consideration therefor or conversion thereof. The articles of incorporation of the surviving corporation shall be the articles of incorporation of Multimedia Cablevision, Inc. on the effective date of the merger. The authorized capital stock of Multimedia Cablevision, Inc. and the ownership thereof shall not be effected by the merger. The outstanding shares of capital stock of News-Press Publishing Company are held by Gannett Co., Inc. The outstanding shares of capital stock of Multimedia Cablevision, Inc. are held by Multimedia, Inc.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See above.

IN WITNESS WHEREOF, the undersigned have signed this Agreement and Plan of Merger as of the date set forth below and hereby affirm the truth of the statements contained herein under penalty of perjury.

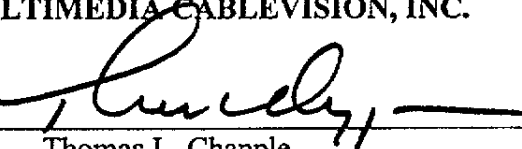
NEWS-PRESS PUBLISHING COMPANY

Dated as of: November 29, 1999

By: 
Thomas L. Chapple
Title: Secretary

MULTIMEDIA CABLEVISION, INC.

Dated as of: November 29, 1999

By: 
Thomas L. Chapple
Title: Secretary