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C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

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

800003053078--8  
-11/23/99--01051--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

EFFECTIVE DATE  
11/29/99

Television 12 of Jacksonville, Inc.  
merging into: Multimedia Cablevision, Inc.  
merger

- ☒ Profit  
☐ NonProfit  
☐ Limited Liability Company  
☒ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Limited Liability Partnership  
☐ Certified Copy  
☐ Call When Ready  
☒ Walk In  
☐ Mail Out
- ☐ Amendment  
☐ Dissolution/Withdrawal  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call if Problem  
☐ Will Wait
- ☒ Merger  
☐ Mark  
☐ Other  
☐ Change of R.A.  
☐ Fictitious Name  
☐ CUS  
☐ After 4:30  
☒ Pick Up

Name	11/29/99
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TALLAHASSEE, FLORIDA  
LAURA STARNES

11/23  
\*00789, 00524, 00711, 00672

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TELEVISION 12 OF JACKSONVILLE, INC., a Florida corporation 371961

,

into

**MULTIMEDIA CABLEVISION, INC.**, a South Carolina entity F99000005565

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

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 23, 1999

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301

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

We have received your document for MULTIMEDIA CABLEVISION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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: 699A00056082

99 NOV 21  
DIVISION OF  
TALLAHASSEE

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EFFECTIVE DATE  
11/29/99

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

TELEVISION 12 OF JACKSONVILLE, INC.

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>
TeLeVision 12 of Jacksonville, Inc. 1070 East Adams Street Jacksonville, Florida 32202	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 TeLeVision 12 of Jacksonville, Inc. 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 TeLeVision 12 of Jacksonville, Inc.

**SIXTH:** Multimedia Cablevision, Inc., as the surviving entity, hereby agrees to pay the dissenting shareholders of TeLeVision 12 of Jacksonville, Inc. 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.

**TELEVISION 12 OF  
JACKSONVILLE, INC.**

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**  
**TELEVISION 12 OF JACKSONVILLE, INC.**  
**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>
TeLeVision 12 of Jacksonville, Inc.	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, TeLeVision 12 of Jacksonville, Inc. 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 TeLeVision 12 of Jacksonville, Inc. 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 TeLeVision 12 of Jacksonville, Inc. are held by Gannett Co., Inc. The outstanding shares of capital stock of Multimedia Cablevision, Inc. are held by Multimedia, Inc.

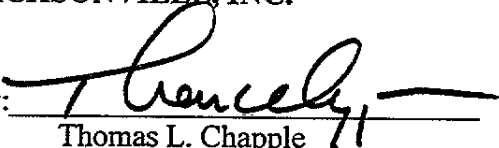
- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

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.

**TELEVISION 12 OF  
JACKSONVILLE, INC.**

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