

Document Number Only

F99000005565

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

800003055108--1

-11/29/99--01064--024

*****70.00 *****70.00

ESTIMATIVE DATE
11/29/99

Pensacola News-Journal Inc.
merging into: Multimedia Cablevision, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☒ Merge

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

99 NOV 23 PM 2:07

FILED

Name	11/29/99
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W.F. Verifier	

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THANKS

LAURA EARNEST

11/23
00308
X00789, 00524, 00711, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

PENSACOLA NEWS-JOURNAL, INC., a Florida corporation 347290

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 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: 299A00056089

RECEIVED
99 NOV 24 PM 1:13
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11/29/99

FILED
99 NOV 23 PM 2:07
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
PENSACOLA NEWS-JOURNAL 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>
Pensacola News-Journal Inc. One News Journal Plaza Pensacola, FL 32501	Florida	corporation
Multimedia Cablevision, Inc. 701 East Douglas Avenue Wichita, KS 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, KS 67202	South Carolina	corporation

THIRD: The Agreement and Plan of Merger meets the requirements of 607.1108 of the BCA and was approved, adopted and executed by Pensacola News-Journal 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 Pensacola News-Journal Inc.

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

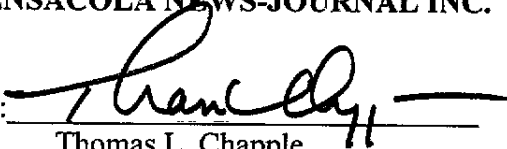
SEVENTH: The merger shall become effective as of November 29, 1999.

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.

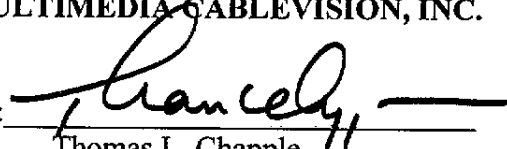
PENSACOLA NEWS-JOURNAL INC.

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

PENSACOLA NEWS-JOURNAL INC.

INTO

MULTIMEDIA CABLEVISION, INC.

The following Agreement and Plan of Merger 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>
Pensacola News-Journal 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, Pensacola News-Journal 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 Pensacola News-Journal 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 Pensacola News-Journal Inc. are held by Gannett Co., Inc. The outstanding shares of capital stock of Multimedia Cablevision, Inc. are held by Multimedia, Inc.

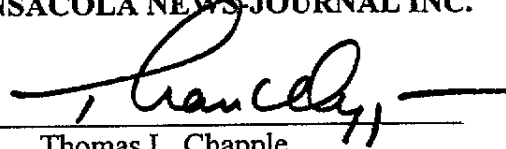
- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

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.


PENSACOLA NEWS-JOURNAL 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