

CT CORPORATION

H84693

CORPORATION(S) NAME

Holladay Broadcasting Co., Inc. (FL) Merging into: Holladay Broadcastin

FILED
02 SEP 18 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<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		

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Name _____
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W.P. Verifier _____

9/18/02

Order#: 5586506

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-09/19/02--01003--005

Ref#: *****78.75 *****78.75

Amount: \$

EFFECTIVE DATE
09-19-02

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette SEP 18 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

HOLLADAY BROADCASTING CO., INC., a Florida corporation, H84693

INTO

HOLLADAY BROADCASTING CO., INC., a Mississippi entity not qualified in
Florida

File date: September 18, 2002, effective September 19, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Holladay Broadcasting Co., Inc.

Mississippi

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TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Holladay Broadcasting Co., Inc.

Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 09 / 19 / 2002 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)
at 12:01 a.m. CDT

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
September 16, 2002 and shareholder approval was not required.

EFFECTIVE DATE
09-19-02

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
September 16, 2002 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Holladay Broadcasting Co.,
Inc. (a Mississippi corporation)

Wm. H. Hall

Clay E. Holladay, President

Holladay Broadcasting Co.,
Inc. (a Florida corporation)

by E. Holroyd

Clay E. Hollday, President

PLAN OF MERGER OF
HOLLADAY BROADCASTING CO., INC.
A FLORIDA CORPORATION,
INTO
HOLLADAY BROADCASTING CO., INC., A MISSISSIPPI CORPORATION,
AS THE SURVIVOR

ARTICLE I

THE PLAN OF MERGER

1.01 Names of Parties. The names of the corporations proposing to merge are: Holladay Broadcasting Co., Inc., a Mississippi corporation ("Holladay MS"), and Holladay Broadcasting Co., Inc., a Florida corporation ("Holladay FL"). The name of the surviving corporation upon the merger is "Holladay Broadcasting Co., Inc."

1.02 Terms and Conditions of Merger.

(a) Effective Time. The merger of Holladay FL into Holladay MS (the "Merger") shall become effective at 12:01 a.m. Central Daylight Time on September 19, 2002 (the "Effective Time"). Upon the Effective Time:

(1) Holladay FL shall be merged with and into Holladay MS, and Holladay MS shall continue its corporate existence and be the corporation surviving the Merger (the "Surviving Corporation"). The Merger shall be pursuant to the provisions of, and with the effect provided in, the Mississippi Business Corporation Act and the Florida Business Corporation Act. At the Effective Time, the separate corporate existence of Holladay FL shall thereupon cease, and said corporation shall be merged into Holladay MS with the effect provided in Section 79-4-11.06 of the Mississippi Business Corporation Act and Section 607.1106 of the Florida Business Corporation Act.

(2) The Articles of Incorporation of Holladay MS that are in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, until amended as provided by law.

(3) Until altered, amended or repealed as therein provided or otherwise in accordance with law, the Bylaws of Holladay MS that are in effect at the Effective Time shall be the Bylaws of the Surviving Corporation.

(4) The directors of Holladay MS shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified subject to the Bylaws thereof. Subject to the authority of the Board of Directors of the Surviving Corporation, the officers of Holladay MS shall be the officers of the Surviving Corporation.

(5) The corporate existence of Holladay FL shall be merged into and continued in the Surviving Corporation. The established offices and facilities of Holladay FL immediately prior to the Merger shall become the established offices and facilities of the Surviving Corporation. All rights, privileges, immunities, powers and franchises of Holladay FL in and to every type of property, real, personal and mixed, and choses in action shall be transferred to and vested in the Surviving Corporation by virtue of such Merger without any deed or other document of transfer. At the Effective Time and thereafter, the Surviving Corporation, without any order or other action on the part of any court or otherwise, shall possess all rights, privileges, immunities, powers and franchises, whether of a public or private nature, and be subject to all the restrictions, disabilities and duties of Holladay FL and of Holladay MS (the "Constituent Corporations"); and all of each of the rights, privileges, immunities, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, of each of the Constituent Corporations, and all debts and all other choses in action and each and every interest, of or belonging to or due to either of the Constituent Corporations on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers, franchises and leasehold interests, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real or personal property, vested by deed or otherwise in any of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, limited to the property affected by such liens immediately prior to the Effective Time; all debts, liabilities and duties of Holladay FL shall thenceforth attach to the Surviving Corporation to the extent as if such debts, liabilities or duties had been incurred or contracted by the Surviving Corporation; and any claim existing or action or proceeding pending by or against Holladay FL may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place.

1.03 Exchange of Shares. Because Holladay MS is a wholly owned subsidiary of Holladay FL in this merger of the parent into the subsidiary, the mode of carrying into effect the Merger and the manner and basis of converting or exchanging the shares of each of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

Each share of common stock of Holladay FL issued and outstanding at the Effective Time shall be converted to one share of common stock of the Surviving Corporation at such Effective Time. Each share of common stock of Holladay MS issued and outstanding immediately prior to the Effective Time shall be surrendered and canceled as of the Effective Time.

ARTICLE II

MISCELLANEOUS

2.01 Filing. Anything contained herein to the contrary notwithstanding, the Merger provided for herein shall not become effective unless the appropriate Articles of Merger have been properly filed with the Secretary of State of each of Florida and Mississippi.