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J46797

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CORPORATION(S) NAME

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

Jacksonville Television, Inc.

Merge

Merging into:

Media General Broadcasting, Inc.

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Limited Liability Co.

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

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J46797

ARTICLES OF MERGER
Merger Sheet

MERGING:

JACKSONVILLE TELEVISION, INC., a Florida corporation J46797
,

INTO

MEDIA GENERAL BROADCASTING, INC., a New York corporation not
qualified in Florida

File date: June 3, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
OF
JACKSONVILLE TELEVISION, INC.
INTO
MEDIA GENERAL BROADCASTING, INC.
UNDER SECTION 607.1101
OF THE FLORIDA BUSINESS CORPORATION ACT

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- FIRST: Jacksonville Television, Inc., a Florida corporation incorporated on December 12, 1986, (the "Disappearing Corporation"), shall merge with and into Media General Broadcasting, Inc. (the "Merger"), a New York corporation (which was formed under the name Roy H. Park Broadcasting of Utica-Rome, Inc.) incorporated on May 5, 1969, with Media General Broadcasting, Inc. being the surviving corporation (the "Surviving Corporation"); the Surviving Corporation will be governed by the laws of the State of New York.
- SECOND: The Disappearing Corporation has one hundred (100) issued and outstanding shares of common stock, constituting all of its capital stock; all such stock is owned by Media General, Inc. (the "Parent"), a Virginia corporation. The Surviving Corporation has one thousand (1,000) issued and outstanding shares of common stock, constituting all of its capital stock; all such stock is owned by Media General Broadcasting Holdings, Inc., a Delaware corporation.
- THIRD: The Merger was approved in accordance with the Florida Business Corporation Act. The Parent and Media General Broadcasting Holdings, Inc. are entitled to vote on the Merger and have approved the Merger by unanimous written consent without a meeting and have adopted the agreement and plan of merger on the 30 day of April, 1997. The boards of directors of the Surviving Corporation and of the Disappearing Corporation approved the agreement and plan of merger on the 30 day of April, 1997.
- FOURTH: The Merger was approved in accordance with the laws of the State of New York and is in compliance therewith.
- FIFTH: The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.
- SIXTH: The Surviving Corporation appoints the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of

dissenting shareholders of the Disappearing Corporation.

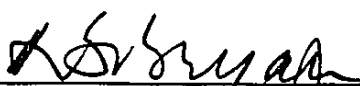
SEVENTH: The Surviving Corporation will promptly pay to the dissenting shareholders of the Disappearing Corporation the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

EIGHTH: The agreement and plan of merger is attached hereto as Exhibit A.

NINTH: These Articles of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single Articles of Merger.

IN WITNESS WHEREOF, the undersigned have caused and authorized these Articles of Merger as of this 30 day of April, 1997, as their act and the act and deed of the Surviving Corporation.

MEDIA GENERAL BROADCASTING,
INC.

By: 
Name: J. Stewart Bryan III
Title: President

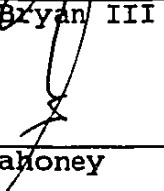
By: 
Name: George L. Mahoney
Title: Secretary

Exhibit A

AGREEMENT AND PLAN OF MERGER
OF
JACKSONVILLE TELEVISION, INC.
INTO
MEDIA GENERAL BROADCASTING, INC.

AGREEMENT AND PLAN OF MERGER, dated as of April 30, 1997, by and between Media General Broadcasting, Inc., a New York corporation and Jacksonville Television, Inc., a Florida corporation (the "Disappearing Corporation"). Pursuant to Section 907 of the Business Corporation Law of New York and Section 607.1101 of the Florida Business Corporation Act, the constituent corporations agree that they shall merge (the "Merger") according to the terms set forth below:

FIRST: The Disappearing Corporation, which was incorporated on December 12, 1986, shall merge with and into Media General Broadcasting, Inc., which was originally incorporated under the name Roy H. Park Broadcasting of Utica-Rome, Inc. on May 5, 1969; Media General Broadcasting, Inc. will be the surviving corporation (the "Surviving Corporation") and will be governed by the laws of the State of New York.

SECOND: The Disappearing Corporation has one hundred (100) issued and outstanding shares of common stock which are entitled to vote, constituting all of its capital stock; all such stock is owned by Media General, Inc. (the "Parent"), a Virginia corporation. The Surviving Corporation has one thousand (1,000) issued and outstanding shares of common stock which are entitled to vote, constituting all of its capital stock; all such stock is owned by Media General Broadcasting Holdings, Inc., a Delaware corporation.

THIRD: The Merger shall be effective as of the date on which the Articles of Merger and the Certificate of Merger are filed with each respective State (the "Effective Date"). Upon the Merger, the corporate existence of the Surviving Corporation, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of the Disappearing Corporation, with all its purposes, powers and objects, shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence and corporate organization of the Disappearing Corporation shall cease as of the Effective Date.

FOURTH: As of the Effective Date, the issued and outstanding shares of the capital stock of the Surviving Corporation and of the Disappearing Corporation shall become and be converted as follows: (A) the shares of the Surviving Corporation's stock which are outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action by the holder thereof, be and become shares of the Surviving Corporation; and (B) the certificates representing the shares of the Disappearing Corporation's stock outstanding and presently owned by the Parent shall be canceled. At and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes, of each of the Surviving Corporation and the Disappearing Corporation; all the property, real and personal, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of the Surviving Corporation and the Disappearing Corporation.

FIFTH: As of the Effective Date, the certificate of incorporation and the bylaws of the Surviving Corporation shall be in the form of the existing certificate of incorporation and bylaws of the Surviving Corporation.

SIXTH: This Agreement and Plan of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single agreement.

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

MEDIA GENERAL BROADCASTING, INC.

By: 

Name: J. Stewart Bryan III

Title: President

By: _____

Name: George L. Mahoney

Title: Secretary

JACKSONVILLE TELEVISION, INC.

By: 

Name: James A. Zimmerman

Title: President

By: _____

Name: George L. Mahoney

Title: Secretary