

J 72898

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MERGER OR SHARE EXCHANGE

NYTRNG, Inc.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SARASOTA HERALD TRIBUNE CO., a Florida corporation, document number
J72898

INTO

NYTRNG, INC., a Delaware corporation not qualified in Florida.

File date: December 30, 1999

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 3, 2000

SARASOTA HERALD TRIBUNE CO.
C/O LEGAL DEPT.
229 W. 43RD ST
NEW YORK, NY 10036US

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ARTICLES OF MERGER
OF
SARASOTA HERALD TRIBUNE CO.
(a Florida corporation)
INTO
NYTRNG, INC.
(a Delaware corporation)

FILED
99 DEC 30 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Sarasota Herald Tribune Co., a Florida corporation (the "Corporation"), desires to merge with and into NYTRNG, Inc., a Delaware corporation ("NYTRNG"), pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act (the "FBCA"), and hereby certifies as follows:

FIRST: The names and states of incorporation of the constituent corporations which plan to merge hereby are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Sarasota Herald Tribune Co.	Florida
NYTRNG, Inc.	Delaware

SECOND: The Agreement and Plan of Merger between the Corporation and NYTRNG attached hereto as Exhibit A and made a part hereof (the "Merger Agreement") was approved and adopted by written consent of the sole shareholder of the Corporation to Section 607.0704 of the FBCA on December 29, 1999, and by written consent of the sole stockholder of NYTRNG pursuant to Section 228 of the Delaware General Corporation Law on December 29, 1999.

THIRD: The laws of the State of Delaware permit such merger and NYTRNG is complying with those laws in effecting the merger.

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FOURTH: The name of the surviving corporation is NYTRNG, Inc. (the "Surviving Corporation"). The Surviving Corporation complies with Section 607.1105 of the FBCA; and the Corporation complies with the applicable provisions of Sections 607.1101-607.1104 of the FBCA.

FIFTH: The Merger Agreement provides that the merger herein certified shall be effective at 2:00 p.m. on December 30, 1999.

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IN WITNESS WHEREOF, the undersigned have caused this Articles of Merger to be executed by its officers thereunto duly authorized as of the 30th day of December, 1999.

NYTRNG, INC.

By: Laura J. Corwin

Name: Laura J. Corwin

Title: Secretary

SARASOTA HERALD TRIBUNE CO.

By: Laura J. Corwin

Name: Laura J. Corwin

Title: Secretary

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EXHIBIT A

**AGREEMENT
AND
PLAN OF MERGER
OF
SARASOTA HERALD TRIBUNE CO.
AND
NYTRNG, INC.**

AGREEMENT AND PLAN OF MERGER (this "Agreement") entered into as of December 30, 1999 between Sarasota Herald Tribune Co., a Florida corporation (the "Corporation"), and NYTRNG, INC., a Delaware corporation ("NYTRNG"), and approved by resolutions adopted by the Board of Directors and the sole shareholder of each such corporation.

WHEREAS, the respective Boards of Directors and the sole shareholder of the Corporation and NYTRNG have approved the merger of the Corporation into NYTRNG pursuant and subject to the terms and conditions of this Agreement and pursuant to the provisions of the Florida Business Corporation Act (the "FBCA") and the General Corporation Law of the State of Delaware (the "DGCL");

NOW, THEREFORE, the parties hereto agree as follows:

1. On the Effective Date (as defined in Section 8 hereof), pursuant to the provisions of the FBCA and the DGCL, the Corporation shall merge with and into NYTRNG, which shall be the continuing and resulting corporation (hereinafter sometimes referred to as the "Surviving Corporation"). The name of the Surviving Corporation shall be NYTRNG, Inc. The corporate existence of NYTRNG under the DGCL, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the merger, and as the Surviving Corporation, it shall, from and after the Effective Date, possess all the rights, privileges, immunities, powers and purposes of the Corporation and all the property (real and personal), causes of action and every other asset of the Corporation shall vest in the Surviving Corporation, and the Surviving Corporation shall assume all of the obligations and liabilities of the Corporation, all without further act or deed. The separate corporate existence of the Corporation shall cease upon the Effective Date.

2. The Certificate of Incorporation of NYTRNG, as in effect immediately preceding the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation.

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3. The By-laws of NYTRNG, as in effect immediately preceding the Effective Date, shall be the By-laws of the Surviving Corporation, and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the DGCL.

4. The directors and officers of NYTRNG in office immediately preceding the Effective Date shall be the directors and officers of the Surviving Corporation, and their respective terms of office shall not be changed by the merger.

5. Upon the Effective Date, all the capital shares of the Corporation which are issued and outstanding immediately prior to the effective time of the merger shall be canceled. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the Effective Date shall continue to represent one issued share of the Surviving Corporation.

6. NYTRNG and the Corporation will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and the State of Florida (including without limitation the Certificate of Merger and the Articles of Merger), and will cause to be performed within the State of Delaware and the State of Florida and elsewhere all acts necessary to effectuate the merger.

7. The Boards of Directors and the proper officers of the parties hereto are hereby authorized, empowered and directed to do any and all acts, and to make, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out and effectuate any of the provisions of this Agreement or of the merger herein provided for.

8. The effective date of this Agreement, and the date upon which the merger herein provided for shall become effective, shall be December 30, 1999 at 2:00 p.m. (the "Effective Date").

9. Notwithstanding the full approval and adoption of this Agreement, this Agreement may be terminated and abandoned by the Board of Directors of either of the parties hereto at any time prior to the filing of any requisite merger documents with the Secretary of State of either the State of Delaware or the State of Florida.

10. This Agreement may be executed in one or more counterparts each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and all signatures need not appear on any one counterpart.

[Signature page follows]

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IN WITNESS WHEREOF, this Agreement is hereby executed by each of the parties
hereto as of the date first written above.

NYTRNG, INC.

By: Laura J. Corwin
Name: Laura J. Corwin
Title: Secretary

SARASOTA HERALD TRIBUNE CO.

By: Laura J. Corwin
Name: Laura J. Corwin
Title: Secretary