

CT CORPORATION SYSTEM

CORPORATION(S) NAME

LD1000002376

STG Media, L.L.C. merging into: BCA Media, L.L.C.

500004687735--8
-11/19/01--01042--011
*****80.00

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-11/19/01--01042--011
*****80.00 *****80.00

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NOV 19 AM 11:30
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| ☐ Profit | ☐ Amendment | ☒ Merger |
| ☐ Nonprofit | | |
| ☐ Foreign | ☐ Dissolution/Withdrawal | ☐ Mark |
| | ☐ Reinstatement | |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☐ LLC | ☐ Name Registration | ☐ Change of RA |
| ☒ Certified Copy | ☐ Fictitious Name | ☐ UCC |
| | ☐ Photocopies | ☐ CUS |
| ☐ Call When Ready | ☐ Call If Problem | ☐ After 4:30 |
| ☒ Walk In | ☐ Will Wait | ☒ Pick Up |
| ☐ Mail Out | | |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

11/19/01

Order#: 4925984

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Ref#: _____

Amount: \$ _____

** Please * File ASAP!*

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2 million

1179-01

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

ARTICLES OF MERGER
Merger Sheet

MERGING:

STG MEDIA, L.L.C., A NON-QUALIFIED ALABAMA ENTITY

INTO

BCA MEDIA, L.L.C., a Florida entity, L01000002376

File date: November 19, 2001

Corporate Specialist: Trevor Brumbley

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
STG MEDIA, L.L.C.
(an Alabama limited liability company)
INTO
BCA MEDIA, L.L.C.
(a Florida limited liability company)

Pursuant to Chapter 608, Section 608.4382 of the Florida Limited Liability Company Act and Section 10-12-55 of the Alabama Limited Liability Company Act, the undersigned limited liability company executed the following Articles of Merger:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the merging party is as follows: STG Media, L.L.C., 101 Washington Street, Suite 6, Huntsville, Alabama 35801, formed in the State of Alabama as a limited liability company on May 26, 1999 (the "Merging LLC").

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows: BCA Media, L.L.C., 126 International Speedway Boulevard, Daytona Beach, Florida 32114, formed in the State of Florida as a limited liability company on February 15, 2001 (the "Surviving LLC").

THIRD: The name of the surviving limited liability company is BCA Media, L.L.C.

FOURTH: The attached Agreement and Plan of Merger meets the requirements of Section 608.438 of the Florida Limited Liability Company Act, and was approved and executed by the Surviving LLC in accordance with Chapter 608 of the Florida Statutes.

FIFTH: The attached Agreement and Plan of Merger was approved and executed by the Merging LLC in accordance with Section 10-12-54 of the Alabama Limited Liability Company Act.

SIXTH: The Agreement and Plan of Merger is on file at the principal place of business of the Surviving LLC, 126 International Speedway Boulevard, Daytona Beach, Florida 32114.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving LLC on request and without cost, to any member of the Surviving LLC and to any person holding an interest in the Merging LLC.

EIGHTH: The Surviving LLC consents to service of process by registered mail addressed to the Surviving LLC at its principal place of business, 126 International Speedway Boulevard, Daytona Beach, Florida 32114.

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ALLIANCE, FLORIDA

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NINTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization of any limited liability company that is a party to the merger.

TENTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

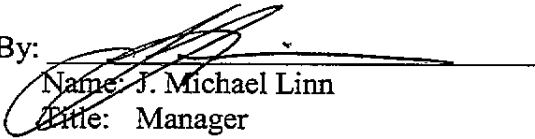
ELEVENTH: The Articles of Merger comply, and were executed in accordance with, the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned have caused this Articles of Merger to be signed by an authorized person, the 19th day of November, 2001.

BCA MEDIA, L.L.C.

By: BLACK CROW MEDIA GROUP, L.L.C.
Manager

By:


Name: J. Michael Linn
Title: Manager

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AGREEMENT AND PLAN OF MERGER

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TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
STG Media, L.L.C.	Alabama
BCA Media, L.L.C.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BCA Media, L.L.C.	Florida

THIRD: The terms and conditions of the merger are as follows:

Please see attachment.

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

ATTACHMENT
TO
AGREEMENT AND PLAN OF MERGER

THIRD: The terms and conditions of the merger are as follows:

The merger shall become effective on the time and date specified in the Articles of Merger filed with the Department of State of the State of Florida, herein referred to as the "effective date of the merger."

On the effective date of the merger, STG Media, L.L.C. (the "Merging LLC") shall, pursuant to the provisions of the Alabama Limited Liability Company Act, be merged with and into BCA Media, L.L.C., and BCA Media, L.L.C. shall be the surviving LLC (the "Surviving LLC") and shall continue to exist as said Surviving LLC under its present name pursuant to the provisions of the Florida Limited Liability Company Act. The Merging LLC shall cease upon the effective date of the merger in accordance with the provisions of the Alabama Limited Liability Company Act.

The Articles of Organization of the Surviving LLC upon the effective date of the merger shall be the Articles of Organization of BCA Media, L.L.C. as they existed immediately prior to the effective date of the merger, and shall be the Articles of Organization of said Surviving LLC and shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Florida Limited Liability Company Act. The operating agreement of the Surviving LLC upon the effective date of the merger shall be the operating agreement of BCA Media, L.L.C. as they existed immediately prior to the effective date of the merger, and shall be the operating agreement of said Surviving LLC and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

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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:

The membership interests of the Merging LLC shall, upon the effective date of the merger, be converted into interests in the Surviving LLC on a one-for-one basis. The issued certificates of the Surviving LLC shall not be converted in any manner, but each said certificate which is issued as of the effective date of the merger shall continue to represent interests of the Surviving LLC.

- 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:

Not Applicable

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

Not Applicable

If General Partner is a Non-Individual,

Florida Document/Registration Number

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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

The Surviving LLC is to be a manager-managed company. The name and address of its manager is:

Black Crow Broadcasting, Inc.
126 International Speedway
Daytona Beach, Florida 32114

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

The Agreement and Plan of Merger is on file at the principal place of business of BCA Media, L.L.C., the Surviving LLC, 126 International Speedway Boulevard, Daytona Beach, Florida 32114.

BCA Media, L.L.C., the Surviving LLC, consents to service of process by registered mail addressed to the Surviving LLC at its principal place of business, 126 International Speedway Boulevard, Daytona Beach, Florida 32114.

EIGHTH: Other provisions, if any, relating to the merger:

Not Applicable

(Attach additional sheet(s) if necessary)

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