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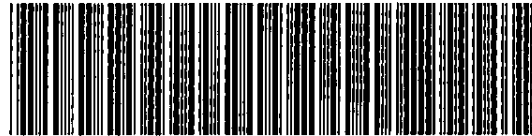
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HB
HULL BARRETT

A T T O R N E Y S

AUGUSTA AIKEN EVANS

JACQUELYN M. BARRON
PARALEGAL

JBARRON@HULLBARRETT.COM

January 19, 2011

Via U. S. Mail
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Articles of Merger for Morris Publishing Group, LLC
Ref. Number: M01000002181

Ladies and Gentlemen:

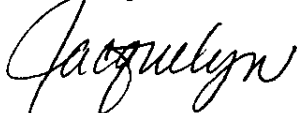
Enclosed please find the following items in connection with the above-referenced company:

1. Articles of Merger and a conformed copy;
2. Letter from the Florida Department of State;
3. Copy of the Plan of Merger for Morris Publishing Group, LLC

Please file and process these items and return the Articles of Merger, along with a Certificate of Merger, to me in the enclosed self addressed stamped envelope.

We appreciate your assistance in this matter. Please call our office at (706) 722-4481 if you should have any questions.

Sincerely,



Jacquelyn Barron
Paralegal

Enclosures
1-336

WWW.HULLBARRETT.COM

HULL BARRETT, PC, 801 BROAD STREET, 7TH FLOOR AUGUSTA, GEORGIA 30901

TELEPHONE: (706) 722-4481 FAX: (706) 722-7194

MAILING ADDRESS: POST OFFICE BOX 1564, AUGUSTA, GEORGIA 30903-1564

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Florida Publishing Company</u>	<u>Florida</u>	<u>Corporation</u>
		(Doc. No. P95000070619)

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Morris Publishing Group, LLC</u>	<u>Georgia</u>	<u>Limited Liability Company</u>

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2010

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

725 Broad Street


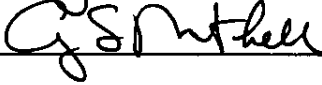
Augusta, Georgia 30901-1336

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Florida Publishing Company		Craig S. Mitchell
Morris Publishing Group, LLC		Craig S. Mitchell
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

**JOINT RESOLUTIONS OF SHAREHOLDER,
MEMBER AND BOARDS OF DIRECTORS OF
MORRIS PUBLISHING GROUP, LLC
(a Georgia limited liability company)
AND CERTAIN OF ITS AFFILIATES**

The undersigned, constituting the member and the Board of Directors of **MORRIS PUBLISHING GROUP, LLC** ("MPG"), a Georgia limited liability company, and the shareholder and the Board of Directors of **FLORIDA PUBLISHING COMPANY** ("Florida Publishing"), a Florida corporation, acting by unanimous written consent in lieu of a called meeting, do hereby consent, adopt, approve, and authorize the actions set forth below effective as of the date set forth below.

WHEREAS, the respective Member and Board of Directors of MPG and the shareholder and Board of Directors of Florida Publishing desire that Florida Publishing merge with and into MPG, in accordance with the Plan of Merger (the "Plan") attached hereto as **Exhibit "A"**.

NOW, THEREFORE, BE IT RESOLVED, that Florida Publishing shall merge with and into MPG in accordance with the Plan of Merger hereby approved; and

FURTHER RESOLVED, that any officers of Florida Publishing and MPG are hereby authorized and empowered in the name of and on behalf of such entities to execute, seal, acknowledge, and deliver any instruments, documents, agreements, or certifications of such entities which may at any time or from time to time be required in connection with such merger (including, but not limited to, Certificates or Articles of Merger), the execution and delivery of any such instruments, documents, agreements, or certifications (whether or not acknowledged) by such officers to be conclusive evidence of such requirement; and

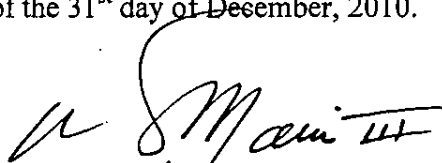
FURTHER RESOLVED, that such officers are further authorized and empowered to take any such further actions and do all things as may be necessary or advisable in the judgment of such officers to consummate the Plan of Merger herein authorized, to carry out the terms of the instruments herein referred to, and to effectuate the purpose of these resolutions;

FURTHER RESOLVED, that the officers of Florida Publishing and MPG are hereby directed to file a copy of these resolutions with the minutes of the proceedings of such entities.


[SIGNATURES ON FOLLOWING PAGE(S)]

SIGNATURE PAGE TO
JOINT RESOLUTIONS OF SHAREHOLDER,
MEMBER AND BOARDS OF DIRECTORS OF
MORRIS PUBLISHING GROUP, LLC
(a Georgia limited liability company)
AND CERTAIN OF ITS AFFILIATES

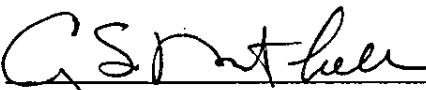
EXECUTED as of the 20th day of December, 2010, to be **EFFECTIVE** as of the 31st day of December, 2010.



William S. Morris III, Chairman, Board
of Directors

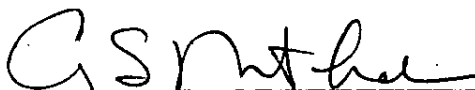


William S. Morris IV, Director




Craig S. Mitchell, Director

FLORIDA PUBLISHING COMPANY
By: Morris Publishing Group, LLC
As Its: Sole Shareholder



By Craig S. Mitchell
As its: Senior Vice President – Finance

MORRIS PUBLISHING GROUP, LLC
By: MPG Newspaper Holding, LLC
As Its: Sole Member



By Craig S. Mitchell
As its: Senior Vice President – Finance

Exhibit "A"
Plan of Merger

PLAN OF MERGER
OF
FLORIDA PUBLISHING COMPANY
(a Florida corporation)
WITH AND INTO
MORRIS PUBLISHING GROUP, LLC
(a Georgia limited liability company)

THIS PLAN OF MERGER (the "Plan") is agreed upon and approved by **FLORIDA PUBLISHING COMPANY** ("Florida Publishing"), a Florida corporation, and **MORRIS PUBLISHING GROUP, LLC**, ("MPG" or the "Surviving Entity"), a manager-managed Georgia limited liability company, Florida Publishing and MPG being collectively referred to herein as the "Constituent Entities."

WITNESSETH:

WHEREAS, MPG is the sole shareholder of Florida Publishing; and

WHEREAS, Georgia law permits the merger of a foreign corporation with or into a limited liability company organized under the laws of the State of Georgia; and

WHEREAS, the member and Board of Directors of MPG and the shareholder and Board of Directors of Florida Publishing have determined that Florida Publishing should merge with and into MPG, with MPG being the Surviving Entity following the merger; and

WHEREAS, the member and Board of Directors of MPG and the shareholder and Board of Directors of Florida Publishing have unanimously agreed upon and approved the terms and conditions of the merger as set out in this Plan.

NOW, THEREFORE, it is agreed that Florida Publishing shall merge with and into MPG on December 31, 2010 (the "Effective Date"), with MPG being the Surviving Entity following the merger, and that the terms and conditions of the merger shall be as follows:

ARTICLE I

Merger

1.1. On the Effective Date, Florida Publishing shall merge with and into MPG, with MPG being the Surviving Entity following the merger.

1.2. Without limiting the foregoing, on and after the Effective Date, the separate existence of Florida Publishing shall cease, and, in accordance with the terms of this Plan, the title to all real estate and other property owned by Florida Publishing, if any, shall be vested in the Surviving Entity without reversion or impairment; the Surviving Entity shall have all liabilities of each of the Constituent Entities; and any proceeding pending against either of the Constituent Entities may be continued as if the merger did not occur or the Surviving Entity may be substituted in its place.

1.3. Prior to and following the Effective Date, the Constituent Entities shall take all such action as shall be necessary or appropriate in order to effectuate the merger. If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said Surviving Entity, according to the terms hereof, the title to any property or rights of Florida Publishing, the last acting officers of Florida Publishing, or the corresponding officers of the Surviving Entity, shall execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Entity, and otherwise to carry out the purposes of this Plan.

ARTICLE II

Terms of Transaction

Upon the Effective Date, each share of Florida Publishing stock shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled.

ARTICLE III

Directors and Officers

The persons who are directors and officers of MPG immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Entity and shall continue to hold office as provided in the Operating Agreement of the Surviving Entity.

ARTICLE IV

Organizational Documents

4.1. From and after the Effective Date, the Articles of Incorporation and the Bylaws of Florida Publishing, as in effect at such date, shall be cancelled and of no legal effect.

4.2. From and after the Effective Date, the Articles of Organization and the Operating Agreement of the Surviving Entity shall continue in effect until the same shall be altered, amended or repealed.

ARTICLE V
Member and Board of Directors Approval; Effectiveness of Merger

This Plan is authorized and approved by the shareholder and Board of Directors of Florida Publishing and the member and Board of Directors of MPG. If this Plan is not terminated and abandoned pursuant to the provisions of Section 6 hereof, this Plan shall be executed, and the Articles of Merger of the Constituent Entities shall be filed in the Office of the Secretary of State of the State of Georgia and the State of Florida. The Board of Directors and the proper officers of the Constituent Entities are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan or of the merger herein provided for. The merger shall be effective upon December 31, 2010 (the "Effective Date").

ARTICLE VI
Termination

At any time prior to the filing of the Articles of Merger in the Office of the Secretary of the State of Georgia and the State of Florida, the member, shareholder or Board of Directors of either of the Constituent Entities may terminate and abandon this Plan, notwithstanding the prior approval of the merger by the member, shareholder and/or Board of Directors of either of the Constituent Entities.

ARTICLE VII
Miscellaneous

This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Georgia and Florida.

ARTICLE VIII
Manager Names and Addresses

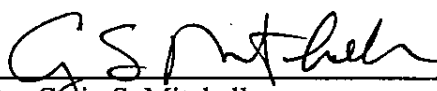
This name and addresses of the managers of the Surviving Entity are as follows:

William S. Morris III, William S. Morris IV, and Craig S. Mitchell, all of whose address is 725 Broad Street, Augusta, GA 30901

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the
28th day of December, 2010.

FLORIDA PUBLISHING COMPANY


By: Craig S. Mitchell
As its: Senior Vice President – Finance

MORRIS PUBLISHING GROUP, LLC


By: Craig S. Mitchell
As its: Senior Vice President – Finance

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