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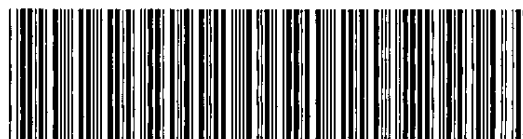
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09 MAY -4 PM 1:02  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2009 MAY -4 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*[Signature]*

Holland & Knight, LLP	
Requestor's Name	
315 South Calhoun Street, Suite 600	
Address	
Tallahassee, FL 32301	425-5686
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ION Media Sports of Miami, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/ QUALIFICATION	
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**ARTICLES OF MERGER  
BETWEEN  
ION MEDIA SPORTS OF MIAMI, INC.  
AND  
ION MEDIA MANAGEMENT COMPANY**

**FILED**  
2009 MAY -4 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"), ION Media Sports of Miami, Inc., a Florida corporation (the "Merging Corporation") and ION Media Management Company, a Florida corporation (the "Surviving Corporation"), adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Surviving Corporation (the "Merger"), which will be the surviving corporation in the Merger. The Merging Corporation is a wholly owned subsidiary of the Surviving Corporation.

Accordingly, the Surviving Corporation and Merging Corporation adopt and submit the following Articles of Merger for the purpose of effecting the Merger:

**ARTICLE I**

The Plan of Merger effecting the Merger of the Merging Corporation with and into the Surviving Corporation (the "Plan of Merger"), adopted pursuant to Section 607.1104 of the Act, is as follows:

1. The names of the parent and subsidiary corporations are as follows:

(a) The name of the parent corporation, which shall be the surviving corporation in the Merger, is ION Media Management Company; and

(b) The name of the subsidiary corporation is ION Media Sports of Miami, Inc.

2. The manner and basis of converting the shares of each corporation shall be as follows:

(a) Immediately upon filing of the Articles of Merger with the Department of State of the State of Florida (the "Effective Time"), by virtue of the Merger and without any further action on the part of the Merging Corporation, each issued and outstanding share of common stock of the Merging Corporation immediately prior to the Effective Time shall be cancelled and extinguished and cease to exist.

(b) At the Effective Time, by virtue of the Merger and without any further action on the part of the Surviving Corporation, each issued and outstanding share of common stock of the Surviving Corporation immediately prior to the Effective Time shall remain issued and outstanding.

3. Shareholders of the Merging Corporation who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote on the Merger and who dissent from the Merger pursuant to Section 607.1321 of the Act, may be entitled, if they comply with the provisions of the Act regarding appraisal rights, to be paid the fair value of their shares.

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## ARTICLE II

The effective time of the Merger shall be immediately upon filing of the Articles of Merger with the Department of State of the State of Florida.

## ARTICLE III

The Plan of Merger was adopted by the Surviving Corporation by the written consent of its sole director on April 17, 2009. The Plan of Merger was adopted by the Merging Corporation by the written consent of its sole director on April 17, 2009. In accordance with Section 607.1104 of the Act, approval of the Merger by shareholders was not required. The Surviving Corporation is the sole holder of all outstanding shares of the Merging Corporation and hereby waives the requirement for mailing of the Plan of Merger pursuant to Section 607.1104(2) of the Act.


## ARTICLE IV

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatories to the original or the same counterpart.

IN WITNESS WHEREOF, the undersigned have executed this document effective as of April 17, 2009.

ION MEDIA SPORTS OF MIAMI, INC.

By: \_\_\_\_\_

  
R. Brandon Burgess, President

ION MEDIA MANAGEMENT COMPANY

By: \_\_\_\_\_

  
R. Brandon Burgess, President

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