79300008299100

ARTICLES OF MERGER Merger Sheet

MERGING:

PAXSON COMMUNICATIONS OF COOKEVILLE, INC., a Florida corporation, P95000007640

INTO

PAXSON NETWORKS, INC., a Florida corporation, P93000082991

File date: July 17, 1997

Corporate Specialist: Joy Moon-French

Elaine Maskevich HOLLAND & KNIGHT Tallahassee, Florida 32301 200002239562--6 -07/16/97--01066--023 ***1067.50 ****122.50 City/State/Zip Phone ≠ Office Use Only 224-7000 CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): Paxson Networks, Inc.

(Corporation Name) (Document #)

Payson Communications of Cokeville, Box
(Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document =) 7-15-97 Pick up time 4:00 ☐ Walk in Certified Copy Photocopy Mail out ☐ Will wait Certificate of Status NEW FILINGS ANIENDMENTS Profit Amendment NonProfit Resignation of R.A., Officer/ Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger OTHER FILINGS REGISTRATION/ 据QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement

6

Trademark

Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 16, 1997

HOLLAND & KNIGHT

TALLAHASSEE, FL

SUBJECT: PAXSON NETWORKS, INC.

Ref. Number: P93000082991

We have received your document for PAXSON NETWORKS, INC. and check(s) totaling \$1067.50 of which \$122.50 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you Corrected/ for the following reason(s):

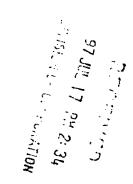
Your document is being returned as requested.

Enclosed is an application for refund.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6957.

Joy Moon-French Corporate Specialist

Letter Number: 897A00036422



FILED

ARTICLES OF MERGER BETWEEN PAXSON NETWORKS, INC. AND

97 JUL 17 PM 2: 37

PAXSON COMMUNICATIONS OF COOKEVILLE, INGENE TARY OF STATE TALLAHASSEE. FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Paxson Networks, Inc., a Florida corporation, which will be the surviving corporation ("Survivor") and Paxson Communications of Cookeville, Inc., a Florida corporation (the "Merging Corporation"), which is a wholly-owned subsidiary of Survivor, hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Survivor (the "Merger").

ARTICLE I

The Plan of Merger effecting the Merger of the Merging Corporation with and into the Survivor is attached hereto as Exhibit "A" and incorporated herein by this reference.

ARTICLE II

The name of the surviving corporation is Paxson Networks, Inc., a Florida corporation.

ARTICLE III

The effective date of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

ARTICLE IV

The Plan of Merger was adopted by written consent of the Board of Directors of Survivor on July 5, 1997. Approval by the shareholders of the Survivor is not required pursuant to Florida Statutes Section 607.1104.

ARTICLE V

Immediately prior to the merger, the Survivor owned all of the outstanding shares of the Merging Corporation. Thus, approval by the Board of Directors and the shareholders of the Merging Corporation is not required pursuant to Florida Statutes Section 607.1104.

IN WITNESS WHEREOF, the undersigned have executed this document as of the loth day of July, 1997.

PAXSON NETWORKS, INC.

By: William L. Watson

Its: VC

PAXSON COMMUNICATIONS OF COOKEVILLE, INC.

By: William L. Watson

Its:_____

Exhibit A

PLAN OF MERGER

Paxson Networks, Inc., a Florida corporation ("Acquiror") and Paxson Communications of Cookeville, Inc., a Florida corporation ("Target"), a wholly-owned subsidiary of Acquiror, hereby adopt the following Plan of Merger, dated July 5, 1997, pursuant to Section 607.1104 of the Florida Business Corporation Act.

- (a) The names of the merging corporations are Paxson Networks, Inc. and Paxson Communications of Cookeville, Inc. Target shall merge into Acquiror. The name of the corporation surviving the merger of Target with and into Acquiror is Paxson Networks, Inc.
- (b) The effective time and date of the merger (the "Effective Time") shall be at the time when the Articles of Merger containing this Plan Of Merger are accepted for filing with the Secretary of State of Florida.
 - (c) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of Target shall cease and Acquiror shall ultimately succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of Target. Acquiror shall thereafter be responsible and liable for all obligations of Target, and neither the rights of the creditors nor any liens on the property of Target shall be impaired by the merger.

(d) The manner and basis of converting the shares of each corporation shall be as follows:

At the Effective Time, by virtue of the merger and without any action on the part of Acquiror, the shares of stock of Target that are issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished and cease to be outstanding. Each share of Acquiror stock that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding. No consideration shall be given to any shareholder of Target.

- (f) The Boards of Directors of each corporation party to the Merger may amend the Plan of Merger at any time prior to the filing of the Articles of Merger.
- (g) Shareholders of Target who, except for the applicability of Florida Statute Section 607.1104, would be entitled to vote and who dissent from the merger pursuant to Florida Statute Section 607.1320, may be entitled, if they comply with the relevant provisions of the Florida Business Corporation Act, to be paid the fair value of their shares.

793000082991⁽²⁾

ARTICLES OF MERGER Merger Sheet

MERGING:

PAXSON NETWORKS, INC., a Florida corporation, P93000082991

INTO

PAXSON COMMUNICATIONS NETWORKS, INC., a Florida corporation, P93000081701

File date: July 17, 1997

Corporate Specialist: Joy Moon-French