

P93000082991 (1)

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

P93000082991

Requestor Name
318 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

200002239562--6

-07/16/97--01066--023

1067.50 *122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Paxson Networks, Inc.
(Corporation Name) (Document #)
- Paxson Communications of Cookeville,
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

FILED
97 JUL 17 PM 2:37
TALLAHASSEE, FLORIDA
SECRET OF STATE

- Walk in Pick up time 7-15-97 4:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<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

2nd
File ~~4/18~~

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

7/18
John
Marger
C.C.

97 JUL 17 PM 4:03
97 JUL 16 PM 11:16
RECORDED

Examiner's Initials



2

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 for the following reason(s):

*Corrected
PS file.
em*

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

97 JUL 17 PM 2:34
CORPORATION

**ARTICLES OF MERGER BETWEEN
PAXSON NETWORKS, INC.
AND
PAXSON COMMUNICATIONS OF COOKEVILLE, INC.**

FILED

97 JUL 17 PM 2:37

SECRETARY 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 15, 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 16th
day of July, 1997.

PAXSON NETWORKS, INC.

By: 
William L. Watson

Its: Sec.

PAXSON COMMUNICATIONS OF COOKEVILLE, INC.

By: 
William L. Watson

Its: Sec.

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 15, 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.

P93000082991 (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