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MERGER OR SHARE EXCHANGE**CHANNEL 66 OF TAMPA, INC.**

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CHANNEL 46 OF BOSTON, INC., a Florida corporation, document number
P96000059936

INTO

CHANNEL 66 OF TAMPA, INC., a Florida entity, P94000011550

File date: June 2, 2000

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER
BETWEEN
CHANNEL 66 OF TAMPA, INC.
AND
CHANNEL 46 OF BOSTON, INC.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Channel 66 of Tampa, Inc., a Florida corporation (the "Surviving Corporation") and Channel 46 of Boston, Inc., a Florida corporation (the "Merging Corporation"), hereby 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.

ARTICLE I

The Plan of Merger, as contained in the Plan of Merger dated as of June 2, 2000, effecting the Merger of the Merging Corporation with and into the Surviving Corporation is attached hereto and made a part of these Articles of Merger as Exhibit "A" (the "Plan of Merger").

ARTICLE II

The effective time and date of the Merger shall be 12:01 a.m. on June 2, 2000.

ARTICLE III

The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors on June 2, 2000. Shareholder approval of the Plan of Merger was not required pursuant to Section 607.1104 of the Florida Business Corporation 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 signatures to the original or the same counterpart.

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FROM HOLLAND & KNIGHT TAMPA

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 2nd day of June, 2000.

CHANNEL 66 OF TAMPA, INC., a Florida corporation

By: 
Devon Paxson, Vice President

CHANNEL 46 OF BOSTON, INC., a Florida corporation

By: 
Devon Paxson, Vice President

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Exhibit A

**PLAN OF MERGER
BETWEEN
CHANNEL 66 OF TAMPA, INC.
AND
CHANNEL 46 OF BOSTON, INC.**

Channel 66 of Tampa, Inc., a Florida corporation, and Channel 46 of Boston, Inc., a Florida corporation, hereby adopt the following Plan of Merger, dated as of June 2, 2000, pursuant to Section 607.1104 of the Florida Business Corporation Act.

- (a). The name of each of the corporations planning to merge is:
 - i) The name of the surviving corporation is Channel 66 of Tampa, Inc. (the "Surviving Corporation"); and
 - ii) The name of the merging corporation is Channel 46 of Boston, Inc. (the "Merging Corporation").
- (b). The effective time and date of the merger shall be 12:01 a.m. on June 2, 2000 (the "Effective Time").
- (c). The general terms and conditions of the merger are as follows:

The Merging Corporation shall merge with and into the Surviving Corporation, and the Surviving Corporation shall assume all of the liabilities and obligations of the Merging Corporation. At the Effective Time, the corporate existence of the Surviving Corporation with all its purposes, powers and objects, shall continue unaffected and unimpaired by the merger, and the corporate identity and existence of Merging Corporation, with all its purposes, powers and objects, shall be merged with and into the Surviving Corporation, and the Surviving Corporation, shall be fully vested therewith. The existence and corporate organization of the Merging Corporation shall cease as of the Effective Time, and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes, of the Merging Corporation; all the property, real and personal, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations, and penalties of the Surviving Corporation and the Merging Corporation.

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

As of the Effective Time, (A) the one share of Common Stock of the Surviving Corporation that is outstanding immediately prior to the Effective Time shall, by virtue of the merger and without any action by the holder thereof, remain outstanding; and (B) the certificates representing the one hundred shares of Common Stock of the Merging Corporation outstanding and presently owned by the Surviving Corporation shall be canceled.

(e). Shareholders of the Merging Corporation 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.

(f). The articles of incorporation of the Surviving Corporation shall be as follows:

The articles of incorporation of the Surviving Corporation shall be the articles of incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed under the laws of Florida.

(g). The bylaws of the Surviving Corporation at the Effective Time shall become the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided.

(h). The Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

(i). The Board of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 of Merger or of the merger herein provided for.

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