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merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ADR

11/29/06



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032

REFERENCE : 625560 4803460

AUTHORIZATION

[Handwritten signature]

COST LIMIT : \$ 70.00

ORDER DATE : November 28, 2006

ORDER TIME : 10:18 AM

ORDER NO. : 625560-005

CUSTOMER NO: 4803460

ARTICLES OF MERGER

TELECAST OF FLORIDA, INC.

INTO

PEGASUS BROADCAST TELEVISION,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheets if necessary)

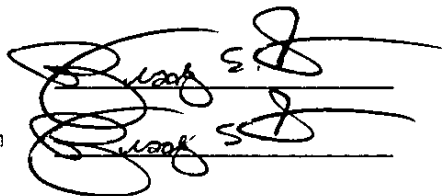
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

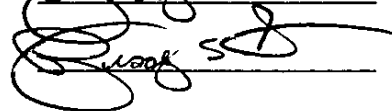
Typed or Printed Name of Individual & Title

Telecast of Florida, Inc.

Handwritten signature of Bradley E. Scher in black ink, written over two horizontal lines.

Bradley E. Scher, Sole Director

Pegasus Broadcast Television, Inc.

Handwritten signature of Bradley E. Scher in black ink, written over two horizontal lines.

Bradley E. Scher, Sole Director

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Pegasus Broadcast Television, Inc.</u>	<u>PA</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Telecast of Florida, Inc.</u>	<u>FL</u>
<u> </u>	<u> </u>
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<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the effective time of the merger, all outstanding shares of stock of the subsidiary shall be canceled.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: