

P94000085164

FAXED

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To:

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Fax Number : (850) 922-4000

From:

Account Name : PAXSON COMMUNICATIONS CORPORATION
Account Number : I19980000035
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Fax Number : (561) 659-4754

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

PAXSON COMMUNICATIONS OF DALLAS-68, INC.

Certificate of Status	0
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Merge
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ARTICLES OF MERGER
Merger Sheet

MERGING:

JSCJ TV, INC., a Delaware corporation not qualified in Florida

INTO

PAXSON COMMUNICATIONS OF DALLAS-68, INC., a Florida entity,
P94000085164

File date: October 30, 2000

Corporate Specialist: Karen Gibson

OCT-30-00 05:08PM FROM-

T-593 P.02/05 F-501



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 27, 2000

PAXSON COMMUNICATIONS OF DALLAS-68, INC.
601 CLEARWATER PARK ROAD
W PALM BEACH, FL 33401US

SUBJECT: PAXSON COMMUNICATIONS OF DALLAS-68, INC.
REF: F94000085164

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The merging corporation name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E00000056757
Letter Number: 600A00056245

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

OCT-27-00 01:31PM FROM-

T-583 P.03/06 F-559



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 27, 2000

PAXSON COMMUNICATIONS OF DALLAS-68, INC.
601 CLEARWATER PARK ROAD
W PALM BEACH, FL 33401US

SUBJECT: PAXSON COMMUNICATIONS OF DALLAS-68, INC.
REF: P94000085164

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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PLEASE LABEL THE PLAN OF MERGER "EXHIBIT A" AS STATED IN #2 OF THE ARTICLES OF INCORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H000000056595
Letter Number: 000A00056156

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF MERGER
OF
JSCJ TV, INC.
INTO
PAXSON COMMUNICATIONS OF DALLAS-68, INC.**

FILED
00 OCT 30 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles of Merger.

1. The names of the constituent corporations participating in the merger and the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
JSCJ TV, INC.	Delaware
Paxson Communications of Dallas-68, Inc.	Florida

2. The Plan of Merger is set forth as Exhibit A attached hereto and is incorporated herein by reference.
3. The Plan of Merger was approved by the Sole Director and Sole Stockholder of the Merging Corporation by Written Consent dated October 26, 2000. The Plan of Merger was approved by the Board of Directors of the Surviving Corporation by Written Consent dated October 26, 2000. Shareholder was not required by the shareholder of the Surviving Corporation.
4. The effective date of the Merger shall be the date on which the Articles of Merger are filed.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed as of the 26th day of October, 2000.

JSCJ TV, INC.

By: Lowell W. Paxson
Lowell W. Paxson, Sole Director

PAXSON COMMUNICATIONS OF
DALLAS-68, INC.

By: William L. Watson
William L. Watson, Secretary

William L. Watson (FL Bar #0967629)
Paxson Communications Corporation
West Palm Beach, FL 33401
(561) 659-4122

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Exhibit A

PLAN OF MERGER

PLAN OF MERGER, dated this 26th day of October, 2000, pursuant to Sections 607.1101 and 607.1107 of the Florida Business Corporation Act and Section 252 of the General Corporation Law of the State of Delaware, between Paxson Communications of Dallas-68, Inc., a Florida corporation and JSCJ TV, INC, a Delaware corporation.

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW, THEREFORE, the corporations, parties to this Plan of Merger, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Paxson Communications of Dallas-68, Inc., (the "Surviving Corporation") hereby merges into itself JSCJ TV, INC. (the "Merged Corporation") and said JSCJ TV, INC, the Merged Corporation shall be and hereby is merged into Paxson Communications of Dallas-68, Inc., the Surviving Corporation.

SECOND: The Articles of Incorporation of Paxson Communications of Dallas-68, Inc. as heretofore amended and as in effect on the date of merger provided for this Plan of Merger, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

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

Upon the Effective Date, each of the issued and outstanding shares of the Merging Corporation and all rights in respect thereof shall be cancelled. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each share which is issued at the Effective Date shall continue to represent one (1) issued share of the Surviving Corporation.

FOURTH: The terms and conditions of the merger are as follows:

- (a) The Bylaws of the Surviving Corporation in full force and effect upon the Effective Date of the merger will be the Bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the state of Florida.
- (b) The directors and officers of the Surviving Corporation upon the Effective Date of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.
- (c) The effective time and date of merger (the "Effective Date") shall be at the time when the last of the following applicable acts occur: (i) the Articles of Merger containing this Plan of Merger are accepted for filing with the

of Florida and (ii) the Certificate of Merger is accepted for filing with the Secretary of State of Delaware

FIFTH: The Surviving Corporation may be served with process in the State of Delaware in any processing for enforcement of any obligation of JSCJ TV, INC. as well as for enforcement of any obligations of the Surviving Corporation arising from the merger, including any suit or other proceedings to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 262 of Title 8 of the Delaware Code and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 601 Clearwater Park Road, West Palm Beach, Florida 33401, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to said Paxson Communications of Dallas-68, Inc. at the above address.

IN WITNESS WHEREOF, the parties to this Plan of Merger pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by the authorized officer of each party hereto as the respective act, deed and agreement of each said corporations, on this 26th day of October, 2000.

JSCJ TV, INC.

By: 
Sole Director

PAXSON COMMUNICATIONS OF
DALLAS-68, INC.

By: 
Secretary