

P97000037039

FROM HOLLAND & KNIGHT TAMPA

(TUE) 4. 29' 97 15:12/ST. 14:45/NO. 4261068276 P 1

4/29/97

FLORIDA DIVISION OF CORPORATIONS

2:25 PM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000007009 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: HOLLAND & KNIGHT

ACCT#: 072100000016

CONTACT: KATHLEEN WHEELER

PHONE: (813)227-8500

FAX #: (813)227-6550

NAME: PAXSON COMMUNICATIONS OF WEST PALM BEACH-25,

AUDIT NUMBER.....H97000007009

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

TPA2-426251

RECEIVED

97 APR 29 PM 3:43

FLORIDA DIVISION OF CORPORATIONS

SH 4/30  
Articles  
of Correction.

SECTION CLERK  
TALLAHASSEE, FLORIDA

97 APR 29 AM 8:18

FILED

FROM HOLLAND & KNIGHT TAMPA  
Chester E. Bacheller, Esq.  
FLA Bar#503241  
400 N. Ashley Street  
Tampa FL 33602  
(813) 227-8500  
Fax Audit# H97000007009 8

(TUE) 4. 29' 97 15:13/ST. 14:45/NO. 4261068276 P 2

FILED  
97 APR 29 AM 8:18  
TALLAHASSEE, FLORIDA

**ARTICLES OF CORRECTION  
TO THE  
ARTICLES OF MERGER  
REGARDING MERGER OF  
PAXSON COMMUNICATIONS OF WEST PALM BEACH-25, INC.  
INTO WPBF MERGER, INC.**

Pursuant to Section 607.0124 of the Florida Business Corporation Act, **PAXSON COMMUNICATIONS OF WEST PALM BEACH-25, INC.,** formerly known as **WPBF MERGER, INC.,** a Florida corporation, the surviving corporation of the merger of Paxson Communications of West Palm Beach-25, Inc. with and into WPBF Merger, Inc. (now known as Paxson Communications of West Palm Beach-25, Inc. as a result of a name change that occurred in connection with such merger), and **PAXSON COMMUNICATIONS OF WEST PALM BEACH-25, INC.,** a Florida corporation, the other party to such merger, hereby submit these Articles of Correction to the "Articles of Merger Regarding Merger of Paxson Communications of West Palm Beach-25, Inc. into WPBF Merger, Inc.," which were filed with the Florida Secretary of State and effective earlier this date.

**FIRST:** These Articles of Correction correct the "Articles of Merger Regarding Merger of Paxson Communications of West Palm Beach-25, Inc. into WPBF Merger, Inc.," filed with the Florida Secretary of State on April 29, 1997 (the "Articles of Merger"), which contained three inadvertent incorrect dates that are hereby corrected by these Articles of Correction.

**SECOND:** The first paragraph under the section titled "Plan of Merger" on the first page of the Articles of Merger states that the Merging Companies "hereby adopt the following Plan of Merger, dated April 28, 1997...." Such referenced date is not the correct date of the referenced Plan of Merger that was adopted. The correct date is April 29, 1997, and the Articles of Merger are hereby corrected to reference such correct date.

**THIRD:** The second and third lines the first paragraph of Article III of the Articles of Merger state that the Plan of Merger was approved "by unanimous written consent on April 28, 1997...." Such referenced date is not the date the referenced approval occurred. The correct date is April 29, 1997, and the Articles of Merger are hereby corrected to reference such correct date.


**FOURTH:** The fourth and fifth lines of the first paragraph of Article III of the Articles of Merger state that the Plan of Merger was approved "by written consent on April 28, 1997." Such referenced date is not the date the referenced approval occurred. The correct date is April 29, 1997, and the Articles of Merger are hereby corrected to reference such correct date.

FROM HOLLAND & KNIGHT TAMPA  
Fax Audit # H97000007009 8

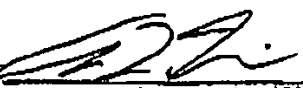
(TUE) 4. 29' 97 15:13/ST. 14:45/NO. 4261068276 P 3

IN WITNESS WHEREOF, the undersigned have executed this instrument this  
29th day of April 1997.

PAXSON COMMUNICATIONS OF  
WEST PALM BEACH-25, INC., formerly  
known as WPBF MERGER, INC., the  
surviving corporation of the  
aforementioned merger

By:   
Name: Anthony L. Morrison  
Title: Vice President

PAXSON COMMUNICATIONS OF  
WEST PALM BEACH-25, INC.,  
formerly known as WPBF MERGER,  
INC., on behalf of, and as successor by  
the aforementioned merger of,  
PAXSON COMMUNICATIONS OF  
WEST PALM BEACH-25, INC., the  
company merged with and into  
WPBF MERGER, INC. in the  
aforementioned merger

By:   
Name: Anthony L. Morrison  
Title: Vice President

0970000037039

Requestor's Name  
315 SOUTH CALHOUN STREET  
Address  
Tallahassee, Florida 32301  
City/State/Zip Phone #  
224-7000

Office Use Only

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

1. Paxson Communications of West Palm Beach -25, Inc.  
(Corporation Name) (Document #)
2. WPBF Mergers, Inc. Mergers  
(Corporation Name) (Document #)
3. Name Change  
(Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☐ Walk in ☒ Pick up time 4-29-97 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<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

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

FILED  
97 APR 29 AM 9 2  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
57 APR 29 AM 9 03

400002168064--6  
-05/06/97--01107--019  
\*\*\*\*\*192.50 \*\*\*\*\*70.00

400002168064--6  
-05/06/97--01107--020  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Examiner's Initials

P97000037039

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

PAXSON COMMUNICATIONS OF WEST PALM BEACH-25, INC., a Florida  
corporation P94000022796

INTO

WPBF MERGER, INC. which changed its name to

**PAXSON COMMUNICATIONS OF WEST PALM BEACH-25, INC.,** a Florida  
corporation, P97000037039

File date: April 29, 1997

Corporate Specialist: Annette Hogan

FILED  
97 APR 29 AM 9:21  
SECRET  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
REGARDING MERGER OF  
PAXSON COMMUNICATIONS OF WEST PALM BEACH-25, INC.  
INTO WPBF MERGER, INC.,**

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), **WPBF MERGER, INC.**, a Florida corporation ("Acquiror 1"), and **PAXSON COMMUNICATIONS OF WEST PALM BEACH-25, INC.**, a Florida corporation ("Target 1"), adopt the following Articles of Merger for the purpose of merging Target 1 with and into Acquiror 1 (the "Merger").

**ARTICLE I**

The Plan of Merger, dated April 21, 1997, pursuant to which Target 1 will merge with and into Acquiror 1, is as follows:

**PLAN OF MERGER**

**WPBF MERGER, INC.**, a Florida corporation ("Acquiror 1"), and **PAXSON COMMUNICATIONS OF WEST PALM BEACH-25, INC.**, a Florida corporation ("Target 1"), hereby adopt the following Plan of Merger, dated April 28, 1997, pursuant to Section 607.1101 of the Florida Business Corporation Act.

(a) The names of the merging corporations are WPBF Merger, Inc. and Paxson Communications of West Palm Beach-25, Inc. Target 1 shall merge with and into Acquiror 1. The name of the corporation surviving the merger of Target 1 with and into Acquiror 1 is WPBF Merger, Inc.

(b) The effective time and date of the merger shall be at the time on the date the Articles of Merger containing this Plan of Merger are accepted for filing by the Florida Department of State (the "Effective Time").

(c) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of Target 1 shall cease and Acquiror 1 shall succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of Target 1. Acquiror 1 shall thereafter be responsible and liable for all obligations of Target 1, and neither the rights of the creditors nor any liens on the property of Target 1 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 1, Target 1 or the holder of any of the following securities:

The shares of Target 1 stock that are issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished and be converted into the right of the sole shareholder of Target 1 to receive promptly after the Effective Time an aggregate amount in cash equal to \$75,000,000 and a promissory note from Acquiror 1 and Acquiror 1's sole subsidiary (who is merging in a related merger with Target 1's sole subsidiary), jointly and severally, in the principal amount of \$10,000,000 (the "Merger Consideration"). Each share of Acquiror 1 stock that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding. No other consideration shall be given to any shareholder of Target 1.

(e) At the Effective Time, the name of Acquiror 1 shall automatically change to Paxson Communications of West Palm Beach-25, Inc. and Article I of the Articles of Incorporation of Acquiror 1 shall be amended to read as follows:

The name of the corporation is: Paxson Communications of West Palm Beach-25, Inc.

(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.

## ARTICLE II

The effective time and date of the merger shall be at the time on the date these Articles of Merger are accepted for filing by the Florida Department of State.


## ARTICLE III

Pursuant to Sections 607.1103 and 607.0821 of the FBCA, Acquiror 1's Board of Directors approved the Plan of Merger by unanimous written consent on April 8, 1997 and, in accordance with Section 607.0704 of the FBCA, the holder of all of its outstanding voting stock approved the Plan of Merger by written consent on April 28, 1997. Target 1's Board of Directors approved the Plan of Merger by

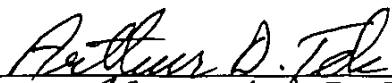
unanimous written consent on April 29, 1997 and the holder of all of its outstanding voting stock approved the Plan of Merger by written consent on April 29, 1997. The number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned have executed this document this 29 day of April, 1997.

WPBF MERGER, INC.

By:   
Name: Anthony L. Morrissey  
Title: Vice President

PAXSON COMMUNICATIONS OF  
WEST PALM BEACH-25, INC.

By:   
Name: ARTHUR D. TEK  
Title: VICE PRESIDENT

TPA2-425781.1/U:\WP\PARIBAS\WPBFBRIG\425781.1