

P97000091708

(Requestor's Name)

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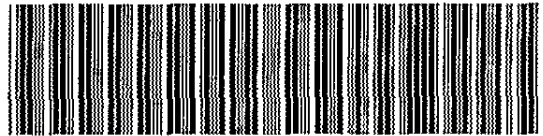
(Business Entity Name)

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02 DEC 31 PM 2:33

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

02 DEC 31 PM 3:38

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

APR
1/2/03

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

UNIVISION OF MIAMI PRODUCTIONS INC., a Florida corp. P97000091717

INTO

UNIVISION OF MIAMI INC., a Florida entity, P97000091708.

File date: December 31, 2002

Corporate Specialist: Annette Ramsey

CT CORPORATION

December 31, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5756745 SO
Customer Reference 1: 884,246-6736
Customer Reference 2: Seeley

Dear Secretary of State, Florida:

Please file the attached:

Univision of Miami Productions Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

File First.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**ARTICLES OF MERGER
MERGING
UNIVISION OF MIAMI PRODUCTIONS INC.
into
UNIVISION OF MIAMI INC.**

FILED
02 DEC 31 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Univision of Miami Inc. and Univision of Miami Productions Inc. execute these Articles of Merger providing for the merger of Univision of Miami Productions Inc., into Univision of Miami Inc. (such transaction, the "**Merger**"), for the purpose of filing with the Florida Department of State.

1. The name and state of incorporation of each of the corporations is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Univision of Miami Inc.	Florida
Univision of Miami Productions Inc.	Florida

2. A Plan of Merger (the "**Plan**") has been approved and adopted by Univision of Miami Inc. in accordance with the provisions of Section 607.1104 of the Florida Statutes. A copy of the Plan is attached as Exhibit A.

3. Pursuant to Section 607.1104 of the Florida Business Corporation Act, board approval of Univision of Miami Productions Inc., a wholly-owned subsidiary of Univision of Miami Inc., is not required for this Merger.


4. Pursuant to Section 607.1104 of the Florida Statutes, shareholder approval of this Merger is not required.

5. The Merger shall be effective on December 31, 2002.

(Remainder of Page Intentionally Left Blank)

IN WITNESS WHEREOF, these Articles of Merger have been executed this 17 day of
December, 2002.

UNIVISION OF MIAMI INC.,
a Florida corporation

By: 
Name: C. Douglas Kranwinkle
Title: Vice President and Secretary

UNIVISION OF MIAMI PRODUCTIONS INC.,
a Florida corporation


By: 
Name: C. Douglas Kranwinkle
Title: Vice President and Secretary

Exhibit A

Plan of Merger

(see attached)

PLAN OF MERGER

PLAN OF MERGER, dated December 17, 2002, pursuant to Section 607.1104 of the Florida Business Corporations Act, by and between Univision of Miami Inc. and Univision of Miami Productions Inc.

WITNESSETH that:

WHEREAS, Univision of Miami Inc., a Florida corporation, desires to merge with its wholly-owned subsidiary Univision of Miami Productions Inc., a Florida corporation.

NOW, THEREFORE, Univision of Miami Inc. and Univision of Miami Productions Inc. adopt the following Plan of Merger:

FIRST: Univision of Miami Productions Inc., the merged corporation, shall be, and hereby is, merged into Univision of Miami Inc., which shall be the surviving corporation.

SECOND: The manner of converting the outstanding shares of the capital stock of the merged corporation into shares or other securities of the surviving corporation shall be as follows:

(a) Each share of capital stock of the surviving corporation, which shall be issued and outstanding immediately prior to the effective time of this merger, shall remain issued and outstanding.


(b) Each share of capital stock of the merged corporation, which shall be outstanding immediately prior to the effective time of this merger and all rights with respect thereto, shall forthwith be cancelled and no consideration therefor shall be paid.

THIRD: This merger shall become effective on December 31, 2002.

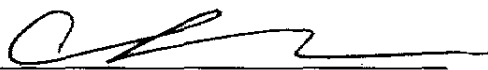
FOURTH: Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in, and devolve upon, the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to, and possession of, any property of the merged corporation acquired or to be acquired by reason of, or as a result of, the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized, in the name of the merged corporation or otherwise, to take any and all such action.

IN WITNESS WHEREOF, the parties to this Plan have caused this Plan to be executed on the day and year first written above.

UNIVISION OF MIAMI INC.,
a Florida corporation

By: 
Name: C. Douglas Kranwinkle
Title: Vice President and Secretary

UNIVISION OF MIAMI PRODUCTIONS INC.,
a Florida corporation

By: 
Name: C. Douglas Kranwinkle
Title: Vice President and Secretary