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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE
USA BROADCASTING, INC.

Certificate of Status	0
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ARTICLES OF MERGER
OF
MIAMI, USA BROADCASTING, INC.
(a Florida corporation)
INTO
USA BROADCASTING, INC.
(a Delaware corporation)

FILED
05 JUL 29 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA"), the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger for the purpose of merging Miami, USA Broadcasting, Inc. ("MIAMI") with and into USA Broadcasting, Inc. ("USA").

FIRST: Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging MIAMI with and into USA (the "Merger").

SECOND: The Merger shall become effective upon the later of (i) the filing of these Articles of Merger with the Department of State of Florida or (ii) the filing of the Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time"). At the Effective Time, MIAMI shall be merged with and into USA, with USA being the surviving corporation of the Merger, and the separate existence of MIAMI shall thereupon cease.

THIRD: The merger of MIAMI with and into USA is permitted by the laws of the jurisdiction of organization of USA and is in compliance with said laws. Pursuant to Section 607.1104 of the FBCA and Section 253 of the Delaware General Corporation Law, shareholder approval was not required. The Agreement and Plan of Merger was adopted by the Board of Directors of USA, and by the Board of Directors of MIAMI on July 20, 2005.

[signature page follows]

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To: FL Dept. of State
Subject: 000631.40757

From: Katie Wonsch

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IN WITNESS WHEREOF, each of USA and MIAMI have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, as of this 28th day of July, 2005.

USA Broadcasting, Inc.

By: 
Name: Gregg Winiarski
Capacity: Vice President and Assistant Secretary

Miami, USA Broadcasting, Inc.

By: 
Name: Gregg Winiarski
Capacity: Vice President and Assistant Secretary

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Plan") is made and entered into on this 20th day of July, 2005 by and between Miami, USA Broadcasting, Inc. ("Miami"), a corporation organized and existing under the laws of the State of Florida, and USA Broadcasting, Inc. ("USA"), a corporation organized and existing under the laws of the State of Delaware.

WITNESSETH:

WHEREAS, Miami is a wholly-owned subsidiary of USA;

WHEREAS, Section 607.1107 of the Florida Business Corporation Act, as amended (the "FBCA"), authorizes the merger of a Florida corporation into a foreign corporation and Section 252 of the Delaware General Corporation Law (the "DGCL") authorizes the merger of a foreign corporation into a Delaware corporation;

WHEREAS, Section 607.1104 of the FBCA authorizes a parent corporation owning at least 80% of the shares of a corporation or corporations to merge, any such corporation or corporations with another such corporation and Section 253 of the DGCL authorizes a parent corporation owning at least 90% of the shares of a corporation or corporations to merge any such corporation or corporations with any other such corporation;

WHEREAS, USA and Miami now desire to merge (the "Merger"), following which USA shall be the surviving corporation; and

WHEREAS, the Board of Directors of USA has approved the provisions of this Plan and the consummation of the Merger.

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NOW, THEREFORE, in consideration of the foregoing and of the agreements, covenants and provisions hereinafter contained, and intending to be legally bound, USA and Miami hereby agree as follows:

1. MERGER. Subject to the terms and conditions of this Plan, at the Effective Time as defined in paragraph 7 of this Plan, Miami shall be merged with and into USA in accordance with Section 253 of the DGCL and Section 607.1004 of the FBCA and any other applicable provisions of law. The separate corporate existence of Miami shall thereupon cease and USA shall be the surviving corporation.

2. EFFECT OF MERGER. Upon the Effective Time, Miami and USA shall become a single Florida corporation, the separate existence of Miami shall cease, and in accordance with Section 259 of DGCL and Section 607.11101 of the FBCA, all of the rights, privileges and powers of each of USA and Miami, and all property, real, personal and mixed, and all debts due to USA and/or Miami, as well as all other things and causes of action belonging to each of USA and Miami, shall be vested in USA as the surviving corporation, and shall thereafter be the property of USA as the surviving corporation as they were of each of USA and Miami, and the title to any real property vested by deed or otherwise, under the laws of the State of Delaware and the State of Florida, in either USA or Miami shall not revert or be in any way impaired by reason of the DGCL or the FBCA; but all rights of creditors and all liens upon any property of USA and/or Miami shall be preserved unimpaired, and all debts, liabilities and duties of each of USA and Miami shall thenceforth attach to USA as the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

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3. ARTICLES OF INCORPORATION, BYLAWS AND DIRECTORS AND OFFICERS.

(a) The Articles of Incorporation and Bylaws of USA in effect immediately prior to the Effective Time shall not be amended in any respect by reason of the Merger and said Articles of Incorporation and Bylaws shall be the Articles of Incorporation and Bylaws of USA, as the surviving corporation, unless and until amended in accordance with their terms and applicable law.

(b) On and after the Effective Time, until changed in accordance with the Articles of Incorporation and Bylaws of USA, (i) the directors of USA shall be the directors of USA immediately prior to the Effective Time; and (ii) the officers of USA shall be the officers of USA immediately prior to the Effective Time.

4. MANNER AND BASIS OF CONVERTING SHARES. As a result of the Merger, (i) each share of Miami common stock issued and outstanding immediately prior to the Effective Time shall be cancelled and (ii) each share of USA common stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall constitute the only shares of capital stock of USA issued and outstanding immediately after the Effective Time.

5. EXPENSES OF THE MERGER. USA, as the surviving corporation, shall pay all expenses of carrying this Plan into effect and accomplishing the Merger herein provided for.

6. FURTHER ASSIGNMENT OR ASSURANCE. If at any time USA, as the surviving corporation, shall consider or be advised that any further assignment, conveyance

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or assurance is necessary or advisable to carry out any of the provisions of this Plan, the proper representatives of Miami as of the Effective Time shall do all things necessary or proper to do so.

7. EFFECTIVE TIME. After satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger, USA, which shall be the surviving corporation of the Merger, shall file Articles of Merger with the Secretary of State of the State of Florida and a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, and make all other filings or recordings required by Delaware and Florida law in connection with the Merger. The Merger shall become effective on such date and such time (the "Effective Time") as is specified in such filings.

8. TERMINATION AND AMENDMENT. Anything in this Plan or elsewhere to the contrary notwithstanding, this Plan and the Merger contemplated hereby may be abandoned either by USA or Miami, by an appropriate act of a duly authorized representative thereof, at any time prior to the Effective Time. This Plan may be amended in any respect by the mutual agreement of USA and Miami without the approval of the shareholders of USA or Miami unless the DGCL or the FBCA requires that such amendment be approved by such shareholders.

9. DESCRIPTIVE HEADINGS. The descriptive headings of the several articles and paragraphs of this Plan are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

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10. GOVERNING LAW. This Plan shall be construed in accordance with and governed by the laws of the State of Delaware, without giving effect to principles of conflicts of law.

11. COUNTERPARTS. This Plan may be signed in any number of counterparts, each of which shall be an original, with the same effects as if the signatures thereto and hereto were upon the same instrument. This Plan shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

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IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed by their respective authorized representatives as of the day and year first-above written.

USA Broadcasting, Inc.

BY: 

Name: Gregg Winiarski
Title: Vice President and Assistant Secretary

Miami, USA Broadcasting, Inc.

BY: 

Name: Gregg Winiarski
Title: Vice President and Assistant Secretary