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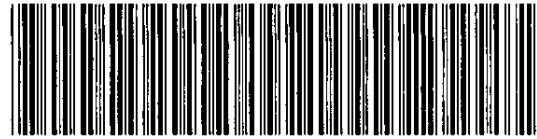
(Business Entity Name)

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merger

05/04/09--01025--006 **341.25

RECEIVED
09 MAY -4 PM 1:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2009 MAY -4 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AJR
5/4/09

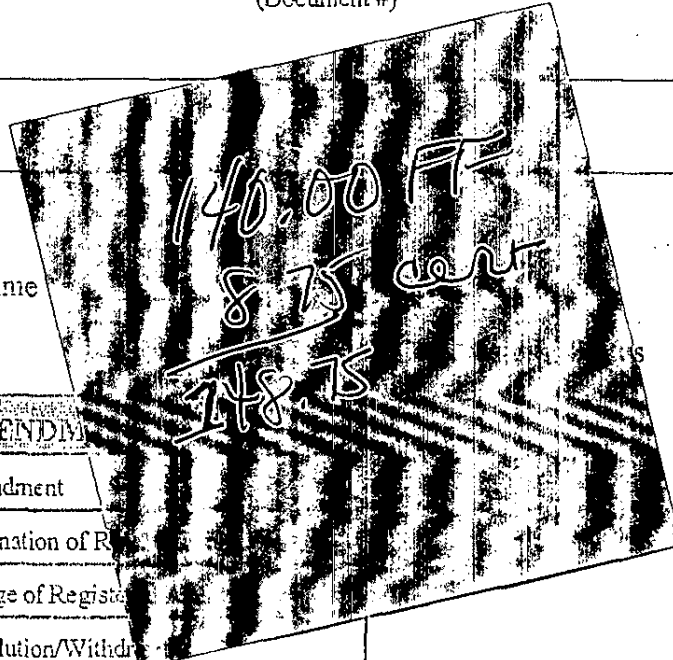
Holland & Knight, LLP	
Requestor's Name	
315 South Calhoun Street, Suite 600	
Address	
Tallahassee, FL 32301	425-5686
City/State/Zip	Phone #

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

1. Cleaslake Productions, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name)
4. _____
(Corporation Name)

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R
<input type="checkbox"/>	Change of Register
<input type="checkbox"/>	Dissolution/Withdraw
<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

**ARTICLES OF MERGER
AMONG
CLEARLAKE PRODUCTIONS, INC.,
ION MEDIA MERCHANDISING & LICENSING, INC.,
ION TELEVISION, INC.
AND
ION MEDIA ENTERTAINMENT, INC.**

FILED
2009 MAY -14 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"), Clearlake Productions, Inc., a Florida corporation ("Clearlake"), ION Media Merchandising & Licensing, Inc., a Florida corporation ("Merchandising"), ION Television, Inc., a Florida corporation ("Television" and, collectively with Clearlake and Merchandising, the "Merging Corporations") and ION Media Entertainment, Inc., a Florida corporation (the "Surviving Corporation"), adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporations into the Surviving Corporation (the "Merger"), which will be the surviving corporation in the Merger. The Merging Corporations are each wholly owned subsidiaries of the Surviving Corporation.

Accordingly, the Surviving Corporation and Merging Corporations adopt and submit the following Articles of Merger for the purpose of effecting the Merger:

ARTICLE I

The Plan of Merger effecting the Merger of the Merging Corporations with and into the Surviving Corporation (the "Plan of Merger"), adopted pursuant to Section 607.1104 of the Act, is as follows:

1. The names of the parent and subsidiary corporations are as follows:
 - (a) The name of the parent corporation, which shall be the surviving corporation in the Merger, is ION Media Entertainment, Inc.; and
 - (b) The names of the subsidiary corporations are Clearlake Productions, Inc., ION Media Merchandising & Licensing, Inc. and ION Television, Inc.
2. The manner and basis of converting the shares of each corporation shall be as follows:
 - (a) Immediately upon filing of the Articles of Merger with the Department of State of the State of Florida (the "Effective Time"), by virtue of the Merger and without any further action on the part of the Merging Corporations, each issued and outstanding share of common stock of the Merging Corporations immediately prior to the Effective Time shall be cancelled and extinguished and cease to exist.
 - (b) At the Effective Time, by virtue of the Merger and without any further action on the part of the Surviving Corporation, each issued and outstanding share of common stock of the Surviving Corporation immediately prior to the Effective Time shall remain issued and outstanding.

3. Shareholders of the Merging Corporations who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote on the Merger and who dissent from the Merger pursuant to Section 607.1321 of the Act, may be entitled, if they comply with the provisions of the Act regarding appraisal rights, to be paid the fair value of their shares.

ARTICLE II

The effective time of the Merger shall be immediately upon filing of the Articles of Merger with the Department of State of the State of Florida.

ARTICLE III

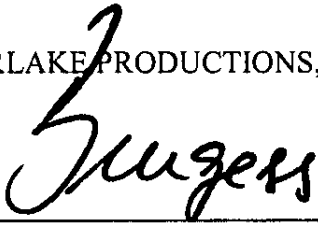
The Plan of Merger was adopted by the Surviving Corporation by the written consent of its sole director on April 17, 2009. The Plan of Merger was adopted by each of the Merging Corporations by the written consent of its sole director on April 17, 2009. In accordance with Section 607.1104 of the Act, approval of the Merger by shareholders was not required. The Surviving Corporation is the sole holder of all outstanding shares of the Merging Corporations and hereby waives the requirement for mailing of the Plan of Merger pursuant to Section 607.1104(2) of the Act.

ARTICLE IV

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatories to the original or the same counterpart.

IN WITNESS WHEREOF, the undersigned have executed this document effective as of April 17, 2009.

CLEARLAKE PRODUCTIONS, INC.

By: 
R. Brandon Burgess, President

ION MEDIA MERCHANDISING & LICENSING, INC.

By: 
R. Brandon Burgess, President

ION TELEVISION, INC.

By: 
R. Brandon Burgess, President

ION MEDIA ENTERTAINMENT, INC.

By: 
R. Brandon Burgess, President