

JAN. 9. 2004 1:33PM

CORPORATION SVC CO

NO. 532

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P99000032690

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MERGER OR SHARE EXCHANGE

QUORUM ROCKFORD LICENSE, LLC

Certificate of Status	0
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CORPORATION SVC CO

NO. 582

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CORPORATION SERVICE COMPANY™

CSC - WILMINGTON
Suite 400
2711 Centerville Road
Wilmington DE 19808
800-927-9800
302-636-5454

FAX COVER SHEET

DATE: January 9, 2004

TO: Trevor Brumbley/FL Dept of State

FAX NO.: 850-205-0383

FROM: Norma Hull

TOTAL PAGES: 7 (including cover sheet)

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Re: QUORUM OF ROCKFORD LICENSE, LLC
Client Ref#: 35966-0024
Our Order#: 378037-005

Hi Trevor,

As per our conversation, please allow the file date of December 30, 2003.

Thank you for your assistance.

AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION SVC CO

NO. 582

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street AddressJurisdictionEntity Type

1. Quorum Broadcasting of Rockford, Inc.
909 Lake Carolyn Parkway, Suite 1450
Irving, TX 75039

FloridaCorporationFlorida Document/Registration Number: F99000032690FBI Number:

2. Quorum of Rockford License, LLC

DelawareLLC

909 Lake Carolyn Parkway, Suite 1450
Irving, TX 75039

Florida Document/Registration Number:FBI Number:

3. _____

Florida Document/Registration Number:FBI Number:

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Quorum of Rockford License, LLC</u>	<u>Delaware</u>	<u>LLC</u>
<u>909 Lake Carolyn Parkway, Suite 1450</u>		
<u>Irving, TX 75039</u>		
<u>Florida Document/Registration Number:</u>	<u>FEI Number:</u>	

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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AGREEMENT OF MERGER
OF
QUORUM OF ROCKFORD LICENSE, L.L.C.

(a Delaware limited liability company)

AND

QUORUM BROADCASTING OF ROCKFORD, INC.

(a Florida corporation)

AGREEMENT OF MERGER approved on December 30, 2003 pursuant to Section 607.1108 of the Florida Business Corporation Act by Quorum Broadcasting of Rockford, Inc., a Florida corporation ("Terminating Corporation"), and by resolution adopted by its Board of Directors on said date, and approved on December 30, 2003 pursuant to Section 18-209 of the Delaware Limited Liability Company Act by Quorum of Rockford License, L.L.C., a Delaware limited liability company ("Surviving Company"), and in accordance with its limited liability company agreement ("Limited Liability Company Agreement") on said date.

WHEREAS, the Terminating Corporation and the Surviving Company and the Board of Directors of the Terminating Corporation and the sole member of Surviving Company declare it advisable and to the advantage, welfare, and best interests of said corporation and said limited liability company and their respective sole stockholder and sole member to merge the Terminating Corporation with and into Surviving Company pursuant to the provisions of the Florida Business Corporation Act and pursuant to the Delaware Limited Liability Company Act upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of Terminating Corporation and duly approved by the sole member of Surviving Company, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement of Merger set forth.

1. The Terminating Corporation and the Surviving Company shall, pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Delaware Limited Liability Company Act, be merged with and into the limited liability company, to wit, the Surviving Company which shall be the surviving entity from and after the effective time of the merger, and which shall continue to exist as said Surviving Company under its present name pursuant to the provisions of the Delaware Limited Liability Company Act.
2. The separate existence of the Terminating Corporation shall cease at the said effective time in accordance with the provisions of said Florida Business Corporation Act.

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3. The Limited Liability Company Agreement of the Surviving Company, as now in full force and effect, shall continue to be the Limited Liability Company Agreement of said Surviving Company, and said Limited Liability Company Agreement shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Limited Liability Company Agreement.
4. All of the issued and outstanding capital stock of the Terminating Corporation shall, at the effective time of the merger, be canceled and extinguished.
5. The effective time of the merger shall be at 11:15 a.m. on December 30, 2003.
6. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the Terminating Corporation and the Surviving Company in accordance with the provisions of the Florida Business Corporation Act and in accordance with the provisions of the Delaware Limited Liability Company Act, the said Terminating Corporation and the said Surviving Company agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida or the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida, the State of Delaware and elsewhere to effectuate the merger herein provided for.
7. The sole member and the proper officers of the Surviving Company and the Board of Directors and the proper officers of the Terminating Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

APPROVED
AND
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