

MPO 5.11.98

FORM PTO-1594
(Rev. 6-93)

REC

05-29-1998

HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)



TRADEMARK FEE PROCESS.
RECEIVED

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To the Honorable Commissioner of Pat.

ached original documents or copy thereof.

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1. Name of conveying party(ies):

Tampa Television, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Florida
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Media General Broadcasting

Internal Address:

Street Address: 333 E. Grace Street

City: Richmond State: VA ZIP: 23293

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: April 30, 1997

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

05/28/1998 DCOATES 00000207 1754228

01 FC:481

40.00 DP

B. Trademark Registration No.(s)

1,754,228

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Leslie S. Spitalney

Internal Address: Holland & Knight LLP

Street Address: 2100 Pennsylvania Ave., N.W.

City: Washington State: DC ZIP: 20037

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 40E

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Leslie S. Spitalney
Name of Person Signing

Leslie Spitalney
Signature

5.11.98
Date

Total number of pages including cover sheet, attachments, and document: 13

ARTICLES OF MERGER
OF
TAMPA TELEVISION, INC.
INTO
MEDIA GENERAL BROADCASTING, INC.
UNDER SECTION 607.1101
OF THE FLORIDA BUSINESS CORPORATION ACT

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97 JUN -3 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST:** Tampa Television, Inc., a Florida corporation incorporated on November 26, 1969, (the "Disappearing Corporation"), shall merge with and into Media General Broadcasting, Inc. (the "Merger"), a New York corporation (which was formed under the name Roy H. Park Broadcasting of Utica-Rome, Inc.) incorporated on May 5, 1969, with Media General Broadcasting, Inc. being the surviving corporation (the "Surviving Corporation"); the Surviving Corporation will be governed by the laws of the State of New York.
- SECOND:** The Disappearing Corporation has twenty thousand (20,000) issued and outstanding shares of common stock, constituting all of its capital stock; all such stock is owned by Media General, Inc. (the "Parent"), a Virginia corporation. The Surviving Corporation has one thousand (1,000) issued and outstanding shares of common stock, constituting all of its capital stock; all such stock is owned by Media General Broadcasting Holdings, Inc., a Delaware corporation.
- THIRD:** The Merger was approved in accordance with the Florida Business Corporation Act. The Parent and Media General Broadcasting Holdings, Inc. are entitled to vote on the Merger and have approved the Merger by unanimous written consent without a meeting and have adopted the agreement and plan of merger on the 30 day of April, 1997. The boards of directors of the Surviving Corporation and of the Disappearing Corporation approved the agreement and plan of merger on the 30 day of April, 1997.
- FOURTH:** The Merger was approved in accordance with the laws of the State of New York and is in compliance therewith.
- FIFTH:** The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.
- SIXTH:** The Surviving Corporation appoints the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of

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dissenting shareholders of the Disappearing Corporation.

SEVENTH: The Surviving Corporation will promptly pay to the dissenting shareholders of the Disappearing Corporation the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.


EIGHTH: The agreement and plan of merger is attached hereto as Exhibit A.

NINTH: These Articles of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single Articles of Merger.

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IN WITNESS WHEREOF, the undersigned have caused and authorized these Articles of Merger as of this 30 day of April, 1997, as their act and the act and deed of the Surviving Corporation.

MEDIA GENERAL BROADCASTING, INC.

By: 
Name: J. Stewart Bryan III
Title: President

By: _____
Name: George L. Mahoney
Title: Secretary

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TRADEMARK
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Exhibit AAGREEMENT AND PLAN OF MERGER
OF
TAMPA TELEVISION, INC.
INTO
MEDIA GENERAL BROADCASTING, INC.

AGREEMENT AND PLAN OF MERGER, dated as of April 20, 1997, by and between Media General Broadcasting, Inc., a New York corporation and Tampa Television, Inc., a Florida corporation (the "Disappearing Corporation"). Pursuant to Section 907 of the Business Corporation Law of New York and Section 607.1101 of the Florida Business Corporation Act, the constituent corporations agree that they shall merge (the "Merger") according to the terms set forth below:

FIRST: The Disappearing Corporation, which was incorporated on November 26, 1969, shall merge with and into Media General Broadcasting, Inc., which was originally incorporated under the name Roy H. Park Broadcasting of Utica-Rome, Inc. on May 5, 1969; Media General Broadcasting, Inc. will be the surviving corporation (the "Surviving Corporation") and will be governed by the laws of the State of New York.

SECOND: The Disappearing Corporation has twenty thousand (20,000) issued and outstanding shares of common stock which are entitled to vote, constituting all of its capital stock; all such stock is owned by Media General, Inc. (the "Parent"), a Virginia corporation. The Surviving Corporation has one thousand (1,000) issued and outstanding shares of common stock which are entitled to vote, constituting all of its capital stock; all such stock is owned by Media General Broadcasting Holdings, Inc., a Delaware corporation.

THIRD: The Merger shall be effective as of the date on which the Articles of Merger and the Certificate of Merger are filed with each respective State (the "Effective Date"). Upon the Merger, the corporate existence of the Surviving Corporation, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of the Disappearing Corporation, with all its purposes, powers and objects, shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence and corporate organization of the Disappearing Corporation shall cease as of the Effective Date.

FOURTH: As of the Effective Date, the issued and outstanding shares of the capital stock of the Surviving Corporation and of the Disappearing Corporation shall become and be converted as follows: (A) the shares of the Surviving Corporation's stock which are outstanding immediately prior to

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the Effective Date shall, by virtue of the Merger and without any action by the holder thereof, be and become shares of the Surviving Corporation; and (B) the certificates representing the shares of the Disappearing Corporation's stock outstanding and presently owned by the Parent shall be canceled. At and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes, of each of the Surviving Corporation and the Disappearing Corporation; all the property, real and personal, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of the Surviving Corporation and the Disappearing Corporation.

FIFTH: As of the Effective Date, the certificate of incorporation and the bylaws of the Surviving Corporation shall be in the form of the existing certificate of incorporation and bylaws of the Surviving Corporation.

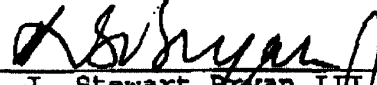
SIXTH: This Agreement and Plan of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single agreement.

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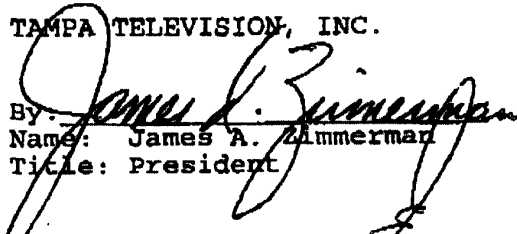
IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

MEDIA GENERAL BROADCASTING, INC.

By: 
Name: J. Stewart Bryan III
Title: President

By: _____
Name: George L. Mahoney
Title: Secretary

TAMPA TELEVISION, INC.

By: 
Name: James A. Zimmerman
Title: President

By: _____
Name: George L. Mahoney
Title: Secretary

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**State of New York }
Department of State }^{ss:}**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUN 05 1997



A handwritten signature in cursive script, appearing to read "J. Leub", followed by a horizontal line.

Special Deputy Secretary of State

DO9-1266 (5/96)

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CT-07

CERTIFICATE OF MERGER
OF
TAMPA TELEVISION, INC.
INTO
MEDIA GENERAL BROADCASTING, INC.
UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

- FIRST:** Tampa Television, Inc., a Florida corporation originally incorporated on November 26, 1969 (the "Disappearing Corporation"), shall merge with and into Media General Broadcasting, Inc. (the "Merger"), a New York corporation (which was formed under the name Roy H. Park Broadcasting of Utica-Rome, Inc.) incorporated on May 5, 1969, with Media General Broadcasting, Inc. being the surviving corporation (the "Surviving Corporation"); the Surviving Corporation will be governed by the laws of the State of New York.
- SECOND:** The Disappearing Corporation has twenty thousand (20,000) issued and outstanding shares of common stock entitled to vote, constituting all of its capital stock. The Surviving Corporation has one thousand (1,000) issued and outstanding shares of common stock entitled to vote, constituting all of its capital stock.
- THIRD:** The effective date of the Merger shall be the date on which this Certificate of Merger is filed with the Secretary of State of the State of New York.
- FOURTH:** The Merger has been approved in accordance with the Florida Business Corporation Act and the Business Corporation Law of New York, and the Merger is in compliance therewith. The agreement and plan of merger was adopted by the boards of directors of the Surviving Corporation and of the Disappearing Corporation by unanimous written consent without a meeting. Media General, Inc., the sole shareholder of the Disappearing Corporation, and Media General Broadcasting Holdings, Inc., the sole shareholder of the Surviving Corporation, are entitled to vote on the Merger and have approved the Merger by unanimous written consent without a meeting.
- FIFTH:** The Disappearing Corporation did not file an application for authority to do business in the State of New York because it does not do business in the

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State of New York and will not do business in the State of New York.

SIXTH: No amendments to the Surviving Corporation's certificate of incorporation are to be effected by the Merger.

SEVENTH: This Certificate of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single Certificate of Merger.

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IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of this 30 day of April, 1997, and subscribe and affirm that the statements contained herein are true and correct under the penalty of perjury of law.

MEDIA GENERAL BROADCASTING, INC.

By: *J. Stewart Bryan*
Name: J. Stewart Bryan III
Title: President

By: _____
Name: George L. Mahoney
Title: Secretary

TAMPA TELEVISION, INC.

By: *James A. Zimmerman*
Name: James A. Zimmerman
Title: President

By: _____
Name: George L. Mahoney
Title: Secretary

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970603000825

CERTIFICATE OF MERGER

OF

TAMPA TELEVISION, INC.

INTO

MEDIA GENERAL BROADCASTING, INC.

UNDER SECTION 904 OF THE
BUSINESS CORPORATION LAW

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 03 1997
TAXS
BY:

HERK

Dow Lohnes & Albertson
1200 New Hampshire Avenue, NW, Ste. 700
Washington, DC 20036

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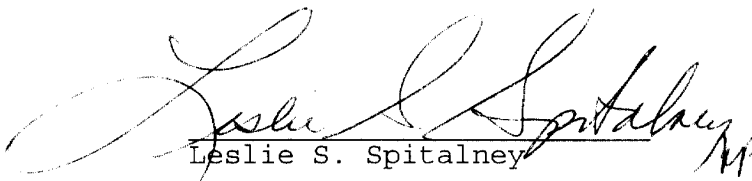
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TRADEMARK

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CERTIFICATE OF DELIVERY

I hereby certify that this Request for Recordation of Assignment is being hand-delivered to the Commissioner of Patents and Trademarks, 2900 Crystal Drive, Arlington, Virginia this ~~11/98~~ 11/98 day of May, 1998.


Leslie S. Spitalney