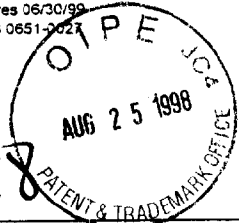


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Expires 06/30/99
OMB 0651-0027

09-10-1998

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Patent and Trademark Office
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Conveying Party Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
04 30 97

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Name

DBA/AKA/TA

Composed of

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Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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101-481
101-482

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

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Registration Number(s)

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Number of Properties

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Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

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Authorization to charge additional fees:

Yes

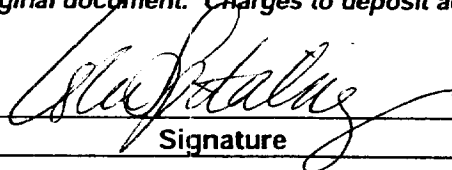
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Statement and Signature

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. Charges to deposit account are authorized, as indicated herein.

Leslie S. Spitalney

Name of Person Signing



Signature

8-25-98

Date Signed

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

97 JUN -3 PM 3:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST: Jacksonville Television, Inc., a Florida corporation incorporated on December 12, 1986, (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 one hundred (100) 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

DC01/144353-1 //



08-25-1998

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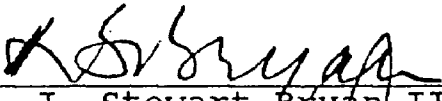
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dissenting shareholders of the Disappearing Corporation.

- 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.

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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Exhibit A

AGREEMENT AND PLAN OF MERGER
OF
JACKSONVILLE TELEVISION, INC.
INTO
MEDIA GENERAL BROADCASTING, INC.

AGREEMENT AND PLAN OF MERGER, dated as of April 30, 1997, by and between Media General Broadcasting, Inc., a New York corporation and Jacksonville 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 December 12, 1986, 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 one hundred (100) 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 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.

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

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

JACKSONVILLE TELEVISION, INC.

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

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

CT-07

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CERTIFICATE OF MERGER

OF

JACKSONVILLE TELEVISION, INC.

INTO

MEDIA GENERAL BROADCASTING, INC.

UNDER SECTION 904 OF THE
BUSINESS CORPORATION LAW



08-25-1998

U.S. Patent & TMO/c/TM Mail Rpt Dt. #26

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 03 1997

TAX \$ _____
BY: *BC*

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

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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 black ink, appearing to read "J. Glavin", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

,196)

CT-07

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

- FIRST: Jacksonville Television, Inc., a Florida corporation originally incorporated on December 12, 1986 (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 one hundred (100) 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


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.

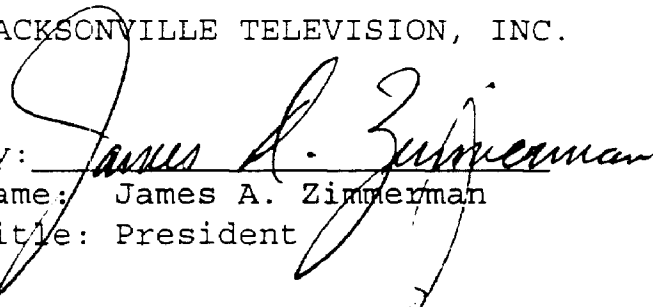
IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of this 3 day of April, 1997, and subscribe and affirm that the statements contained herein are true and correct under the penalty of perjury of law.


MEDIA GENERAL BROADCASTING, INC.

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

By: 
Name: George L. Mahoney
Title: Secretary

JACKSONVILLE TELEVISION, INC.

By: 
Name: James A. Zimmerman
Title: President

By: 
Name: George L. Mahoney
Title: Secretary

CERTIFICATE OF DELIVERY

I hereby certify that this Request for Recordation of Merger Documents is being hand-delivered to the Commissioner of Patents and Trademarks, 2900 Crystal Drive, Arlington, Virginia this 25th day of August, 1998.



Leslie S. Spitalney