

RE: MRD 10-27-98

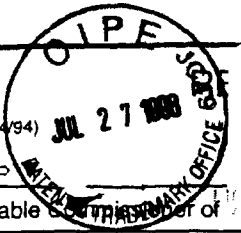
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FORM PTO-1594 (Rev. 6-93)
 OMB No. 0651-0011 (exp. 4/94)
 Tab settings

11-04-1998 SHEET 1 U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

100868130

attached original documents or copy thereof.



MRD 7-27-98

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 30, 1997

2. Name and address of receiving party(ies)
 Name: Media General Broadcasting Inc.
 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

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)
 1,705,449

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Leslie S. Spitalney, Esq.
 Internal Address: Holland & Knight LLP

 Street Address: 2100 Pennsylvania Ave., N.W.
 Suite 400
 City: Washington State: D.C. 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: _____
 (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 S. Spitalney
 Signature

7/28/98
 Date

Total number of pages including cover sheet, attachments, and document: 12

State of Florida

8276



Department of State

RICHARD AKE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

I certify the attached is a true and correct copy of the Articles of Merger, filed on June 3, 1997, as shown by the records of this office.

The document number of the surviving corporation is 356071.

Media General Broadcasting, Inc, the surviving Florida corporation

OFF REC 8628 P 0994

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Second day of July, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State



Donna Lohr Albertson, 1200 N. Hampshire Ave NW Ste 900

1997 JUL - 3 11:15 AM

OFFICE OF THE CLERK OF CIRCUIT COURT

356071

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

OFF REC 8628 P 0995

TAMPA TELEVISION, INC., a Florida corporation 356071

INTO

MEDIA GENERAL BROADCASTING, INC., a New York corporation not
qualified in Florida

File date: June 3, 1967

Corporate Specialist: Annette Horjan

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

OFF REC 8628 P 0996

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

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.

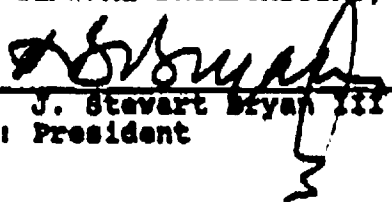
EIGHTH: The agreement and plan of merger is attached hereto as Exhibit A.

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.

OFF 8628 P 0997
REC G

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

OFF REC 8628 P 0998

DC21/4037-1 #

TRADEMARK

REEL: 1807 FRAME: 0442

TRADEMARK
REEL: 1807 FRAME: 0443

Exhibit A

OFF REC 8628 P_G 0999

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

AGREEMENT AND PLAN OF MERGER, dated as of April 2, 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 K. 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

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.

OFF
REC 8628 P 1000

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, Inc.
Title: President

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

OFF REC 8628 P G 1001

TAMPA TELEVISION, INC.

By: 
Name: James A. Zimmerman
Title: President

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

DC91/14133-1 P