

02-16-1999



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

NR0 2.10.99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
 06 03 97

Conveying Party

Mark if additional names of conveying parties attached

Name Tampa Television, Inc. Execution Date
Month Day Year
 04-30-97

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Florida

Receiving Party

Mark if additional names of receiving parties attached

Name Media General Broadcasting, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 100 North Tampa Street

Address (line 2) Suite 3150

Address (line 3) Tampa Florida 33607

City State/Country Zip Code

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 New York

02/12/1999 DMGUYEN 00000309 1754228

FC:481

40.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK

REEL: 1854 FRAME: 0012

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

[Empty text box]

Address (line 1)

[Empty text box]

Address (line 2)

[Empty text box]

Address (line 3)

[Empty text box]

Address (line 4)

[Empty text box]

Correspondent Name and Address

Area Code and Telephone Number

(804) 697-4176

Name

Jonathan R. Pond

Address (line 1)

Christian & Barton, L.L.P.

Address (line 2)

909 East Main Street

Address (line 3)

Suite 1200

Address (line 4)

Richmond, Virginia 23219

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

7

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

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

[Three empty text boxes for Trademark Application Number(s)]

Registration Number(s)

1754228 [Two empty text boxes for Registration Number(s)]

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

E

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:

#

[Empty text box for Deposit Account Number]

Authorization to charge additional fees:

Yes

No

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.

Jonathan R. Pond

Name of Person Signing

[Handwritten Signature]

Signature

Feb. 10, 1999

Date Signed

State of Florida



Department of State

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.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fifteenth day of January, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

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

97 JUN -3 PM 3:13
FILED
TAMPA, 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.

DC 01/1443: 3-17

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
REEL: 1854 FRAME: 0017

Exhibit A

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

AGREEMENT AND PLAN OF MERGER, dated as of April 1, 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


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.

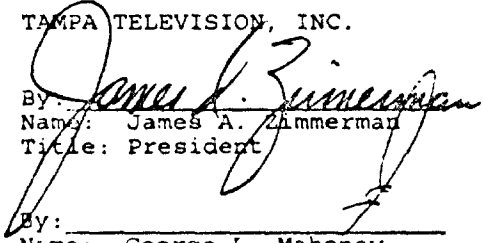
IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

MEDIA GENERAL BROADCASTING, INC.

By: 
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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