FORM PTO-1618A Expires 06/90/90 OMB 0651-0027 12-12-2000



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120 11 120			
Individual General Partnership Limited Partnership X Corporation Association			
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Receiving Mark if additional names of receiving parties			
Name Media General Communications, Inc.			
DBA/AKA/TA			
Composed of			
Address (line 1) 333 East Franklin Street			
Address (line 2)			
Address (line 3) Richmond va 23219			
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Mitchell H. Stabbe, Esq.

Signature

Date Signed

Nov. 16, 2000

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MEDIA GENERAL COMMUNICATIONS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MG ACQUISITIONS, INC." UNDER THE NAME OF "MEDIA GENERAL COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2000, AT 9:05 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JUNE, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0510615

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DATE: 06-21-00

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:05 AM 05/31/2000 001276547 - 2423345

CERTIFICATE OF OWNERSHIP AND MERGER MERGING MEDIA GENERAL COMMUNICATIONS, INC. INTO MG ACQUISITIONS, INC.

Pursuant to Section 253 of the Delaware General Corporation Law, MG Acquisitions, Inc., a Delaware corporation (the "Corporation"), does hereby certify as follows:

<u>FIRST</u>: The name of the surviving corporation is MG Acquisitions, Inc., a Delaware corporation. The name of the disappearing corporation is Media General Communications, Inc., a Delaware corporation ("MGCM").

SECOND: The Corporation owns all of the issued and outstanding shares of the capital stock of MGCM.

THIRD: The Corporation, by resolution of its sole director duly adopted by written consent, dated as of the 24th day of March, 2000, determined to merge MGCM with and into itself immediately following the merger of Media General Convergence, Inc. with and into MGCM, and thereafter, to change its name to Media General Communications, Inc. The resolutions adopted by the sole director of the Corporation are as follows:

RESOLVED that immediately following the merger of Media General Convergence, Inc. with and into MGCM, MGCM shall merge with and into this Corporation, and the Corporation shall assume all of the liabilities and obligations of MGCM, such Merger to be effective as soon as practicable after the receipt from the Federal Communications Commission of all necessary consents to the Merger (the "Effective Date"). Upon the Merger, the corporate existence of the Corporation with all its purposes. powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of MGCM. with all its purposes, powers and objects, shall be merged with and into the Corporation, and the Corporation, as the surviving corporation, shall be fully vested therewith. The existence and corporate organization of MGCM shall cease as of the Effective Date, and after the Effective Date, the Comoration shall possess all the rights, privileges, immunities, powers, and purposes, of MGCM; all the property, real and personal, shall vest in the Corporation without further act or deed; and the Corporation shall assume and be liable for all the liabilities, obligations, and penalties of the Corporation and MGCM;

FURTHER RESOLVED, as of the Effective Date, (A) the 100 shares of the Corporation stock that are outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action by the holder thereof, be and

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become 100 shares of the surviving corporation in the Merger; and (B) the certificates representing the 100 shares of MGCM stock outstanding and presently owned by the Corporation shall be canceled;

FURTHER RESOLVED, 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 Corporation;

FURTHER RESOLVED, as of the Effective Date, the Corporation shall change its name to Media General Communications, Inc.;

FOURTH: The merger shall be effective on June 1, 2000 at 1:02 AM Eastern Standard Time.

[SIGNATURE PAGE FOLLOWS]

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MG ACQUISITIONS, INC.

By: / Name: George L. Mahoney

Title: Secretary

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RECORDED: 11/16/2000