

07-17-2001



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To the Honorable Commissioner of P.

101780535

original documents or copy thereof.

1. Name of conveying party(ies):

Porta-Phone Paging, Inc.

7-6-01

- Individual(s) Association General Partnership Limited Partnership Corporation-State Georgia 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: December 31, 1997

2. Name and address of receiving party(ies)

Name: Gray Florida Holdings, Inc. Internal Address: Street Address: 126 North Washington Street City: Albany State GA Zip 31701

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Georgia 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 registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1913705

Additional number(s) attached Yes No

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

Name: Daniele E. Bourgeois Internal Address: TROUTMAN SANDERS LLP Street Address: 600 Peachtree Street NE Suite 5200 City: Atlanta State GA Zip: 30308

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: 20-1507

(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.

Daniele E. Bourgeois

Daniele E. Bourgeois

July 6, 2001

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments, Washington, D.C. 20231

Secretary of State

Corporations Division

Suite 315, West Tower

2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980140532
CONTROL NUMBER: 9623467
EFFECTIVE DATE: 12/31/1997
REFERENCE : 0091
PRINT DATE : 01/15/1998
FORM NUMBER : 412

HEYMAN & SIZEMORE

NEAL H. RAY

229 PEACHTREE STREET, N.E.

SUITE 2300

ATLANTA, GA 30303

CERTIFICATE OF MERGER AND NAME CHANGE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

PORTA-PHONE PAGING, INC., A GEORGIA CORPORATION

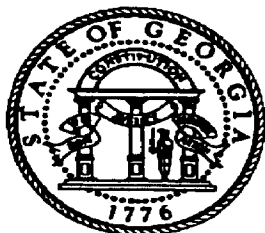
Changing its name to:

GRAY FLORIDA HOLDINGS, INC.

Nonsurviving Entity/Entities:

WJHG-TV, INC., A GEORGIA CORPORATION

WCTV OPERATING CORP., A GEORGIA CORPORATION



Lewis A. Massey

Lewis A. Massey
Secretary of State

TRADEMARK
REEL: 002329 FRAME: 0681

973110141

CERTIFICATE OF MERGER OF
PORTA-PHONE PAGING, INC. * 9623467
WJHG-TV, INC. 0900316
AND
WCTV OPERATING CORP. 9622162

I

The Board of Directors and shareholders of Porta-Phone Paging, Inc. ("Porta-Phone"), a Georgia corporation, the Board of Directors and shareholders of WJHG-TV, INC., a Georgia corporation ("WJHG"), and the Board of Directors and shareholders of WCTV Operating Corp. ("WCTV"), a Georgia corporation, have duly approved an Agreement and Plan of Merger.

II

The name of the surviving corporation is Gray Florida Holdings, Inc., a Georgia corporation.

III

The executed Agreement and Plan of Merger is on file at the principal place of business of Gray Florida Holdings, Inc., which is located at 126 North Washington Street, Albany, Georgia 31701.

IV

The Articles of Incorporation of Porta-Phone Paging, Inc. have been amended as follows:

Name has been changed to Gray Florida Holdings, Inc.