

ATTACHMENT
CONTINUATION OF ITEM 4.B.
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Conveying Party(ies): **WFTV, Inc.**
Receiving Party(ies): **Palm Beach Newspapers, Inc.**

Correspondence: **Mitchell H. Stabbe, Esq.**
Dow, Lohnes & Albertson P.L.L.C.
1200 New Hampshire Avenue, N.W.
Suite 800
Washington, DC 20036

Registration Numbers

1,755,262
2,167,392
2,252,085
2,280,330
2,344,233
1,223,396
2,487,040
2,258,844
 241,510
2,165,697
2,223,656
1,384,241
1,539,632
2,165,683
2,250,648

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 12/06/2002
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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
PALM BEACH NEWSPAPERS, INC.
INTO
WFTV, INC.**

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

FIRST: The name of the surviving corporation is WFTV, Inc., a Delaware corporation. The name of the disappearing corporation is Palm Beach Newspapers, Inc., a Delaware corporation ("Palm Beach").

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

THIRD: The Corporation, by resolution of its Board of Directors duly adopted by unanimous written consent, dated as of the 6th day of December, 2002, determined to merge Palm Beach with and into itself, effective December 6, 2002 (the "Merger"). The resolutions of the Board of Directors of the Corporation are as follows:

RESOLVED, that as of the Effective Date, Palm Beach shall merge with and into the Corporation, and the Corporation shall assume all of the liabilities and obligations of Palm Beach. 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 Palm Beach, 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 Palm Beach shall cease as of the Effective Date, and after the Effective Date, the Corporation shall possess all the rights, privileges, immunities, powers, and purposes, of Palm Beach; 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 Palm Beach;

FURTHER RESOLVED, that as of the Effective Date, (A) the 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 become shares of the surviving corporation in the Merger; and (B) the certificate(s) representing the shares of Palm Beach stock outstanding and presently owned by the Corporation shall be canceled;

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FURTHER RESOLVED, that as of the Effective Date and in connection with the Merger, the Corporation shall change its name to "Palm Beach Newspapers, Inc.";

FURTHER RESOLVED, that as of the Effective Date, the Certificate of Incorporation and the Bylaws of the surviving corporation shall be in the form of the Amended and Restated Certificate of Incorporation and Bylaws of the Corporation;

FURTHER RESOLVED, that each officer of the Corporation be, and each hereby is, authorized, empowered and directed to make and execute a Certificate of Ownership and Merger, setting forth a copy of the resolution to merge Palm Beach with and into itself and to assume the liabilities and obligations of Palm Beach, and the date of adoption thereof, and to file the same with the Secretary of State of the State of Delaware;

FURTHER RESOLVED, that each officer of the Corporation be, and each hereby is, authorized, empowered and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect the Merger;

FURTHER RESOLVED, that the proper officers of the Corporation, and any person or persons designated by the proper officers of the Corporation be, and they hereby are, authorized, empowered and directed, on behalf of the Corporation, to take any other lawful actions and, where necessary or appropriate, to file with the appropriate governmental authorities, all such further certificates, instruments and other documents as in their judgment shall be necessary or advisable in order to effect the intent and purposes of the foregoing resolutions, and any and all of the transactions contemplated herein; and

FURTHER RESOLVED, that this Unanimous Written Consent of the Board of Directors WFTV, Inc. may be executed in counterparts, each of which, including facsimile counterparts, shall be deemed an original, and all of which taken together shall constitute one and the single instrument.

FOURTH: The merger shall be effective December 6, 2002.

FIFTH: Effective upon the consummation of the Merger, the surviving corporation shall change its name to "Palm Beach Newspapers, Inc."

SIXTH: The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of the Corporation, except that paragraph "**FIRST**" thereof shall be

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revised to read as follows: "**FIRST**. The name of the corporation is: "**PALM BEACH NEWSPAPERS, INC.**" and, as so amended, the Certificate of Incorporation of the surviving corporation is attached as Exhibit A hereto.

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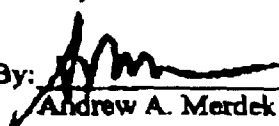
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IN WITNESS WHEREOF, WFTV, Inc. has caused this Certificate of Ownership and Merger Merging Palm Beach Newspapers, Inc. into WFTV, Inc., to be signed by Andrew A. Merdek, its Secretary, this 6th day of December, 2002.

WFTV, INC.

By: 

Andrew A. Merdek
Secretary

EXHIBIT A**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION****OF****WFTV, INC.**

FIRST. The name of the corporation is:

PALM BEACH NEWSPAPERS, INC.

SECOND. Its registered office in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The registered agent in charge thereof is The Corporation Trust Company.

THIRD. The purpose or purposes of the corporation are as follows:

(a) To acquire, own, lease, rent, operate, sell or otherwise dispose of television and radio broadcasting stations, with any and all types of transmission facilities; to apply for, receive and hold all licenses which may be necessary or required from any licensing agency, federal, state or foreign; to do any and all things incident to the operation of such broadcasting stations, including but not limited to contracting for transmission of programs and entering into such other contracts as the Board of Directors may, from time to time, deem proper and expedient;

(b) To carry on a general advertising, public relations, sales promotion and publicity business, both as principal and agent; to acquire and operate franchises or privileges; to arrange and conduct advertising campaigns on radio and television and in newspapers, magazines and other publications; to solicit, originate, compose, devise, arrange,

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buy, lease, sell, deal in and contract in respect to the use of advertising copy, advertising matter, forms of advertisements and materials and articles of all kinds suitable for advertising purposes;

(c) To acquire, and pay for (in cash, stock or bonds of this corporation or otherwise), assets (including all property, rights, and good will) of, and to undertake or assume the whole or any part of the obligations and/or liabilities of, any person, firm, association or corporation;

(d) In general, to carry on any other business in connection with the foregoing; and

(e) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, and to have and exercise all the powers conferred by the laws of the State of Delaware upon corporations formed under the General Corporation Law of the State of Delaware.

FOURTH. The amount of the total authorized capital stock of this corporation shall be one thousand (1,000) shares of voting common stock, with a par value of one dollar (\$1.00) per share.

FIFTH. The name and mailing address of the incorporator is as follows:

Joyce T. Gwadz
Dow, Lohnes & Albertson, PLLC
1200 New Hampshire Avenue, N.W.
Suite 800
Washington, DC 20036

SIXTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation shall have the following powers:

(a) To adopt and to alter or amend the By-laws, to fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and liens (without limit as to the amount) upon the property and franchises of this corporation; and

(b) With the consent in writing and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, to dispose of, in any manner, the whole property of this corporation.

SEVENTH. The shareholders and directors shall have the power to hold their meetings and keep the books, documents and papers of the corporation within or outside the State of Delaware and at such place or places as may be from time to time designated by the By-laws or by resolution of the shareholders or directors, except as otherwise required by the laws of the State of Delaware.

EIGHTH. The objects, purposes and powers specified in any clause or paragraph of this Certificate of Incorporation shall be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Certificate of Incorporation. The objects, purposes and powers in each of the clauses and paragraphs of this Certificate of Incorporation shall be regarded as independent objects, purposes and powers. The objects, purposes and powers specified in this Certificate of Incorporation are in furtherance and not in limitation of the objects, purposes and powers conferred by statute.

NINTH. The corporation shall have the power to indemnify its officers, directors, employees and agents, and such other persons as may be designated as set forth in the By-laws, to the full extent permitted by the laws of the State of Delaware.

TENTH. The corporation shall have perpetual existence.

Delaware

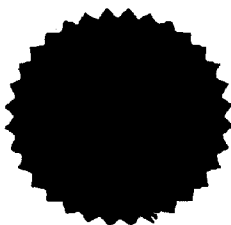
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The First State

I, HARRIET SMITH WINDSOR, 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:

"PALM BEACH NEWSPAPERS, INC.", A DELAWARE CORPORATION, WITH AND INTO "WFTV, INC." UNDER THE NAME OF "PALM BEACH NEWSPAPERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF DECEMBER, A.D. 2002, AT 2 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2130093

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DATE: 12-09-02