

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	merger and change of name
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Paxton Media Group, Inc.		12/28/2001	CORPORATION: KENTUCKY

RECEIVING PARTY DATA	
Name:	Paxton Media Group LLC
Street Address:	201 S. 4th Street
City:	Paducah
State/Country:	KENTUCKY
Postal Code:	42003
Entity Type:	limited liability company: KENTUCKY

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1374234	WPSD-TV

CORRESPONDENCE DATA	
Fax Number:	(919)416-8339
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	919 286-8028
Email:	PTO_TMconfirmation@mvalaw.com
Correspondent Name:	Moore & Van Allen PLLC
Address Line 1:	2200 West Main Street
Address Line 2:	Suite 800
Address Line 4:	Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	512485.1248 CLE
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NAME OF SUBMITTER:	Charles L. Evans
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Total Attachments: 7
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**ARTICLES OF MERGER
OF
PAXTON MEDIA GROUP, INC.
INTO AND WITH
PAXTON MEDIA GROUP ACQUISITION LLC**

1. Attached hereto as Annex A and made a part hereof is a Plan of Reorganization (the "Plan of Merger") pursuant to which Paxton Media Group, a corporation ("Target") shall merge with and into Paxton Media Group Acquisition LLC, a Kentucky limited liability company ("Acquisition"), in accordance with the laws of the Commonwealth of Kentucky.

2. Target has authorized 50,000 shares of common stock without par value, of which 25,568 shares are issued and outstanding and entitled to vote on the Plan of Merger. There are no other voting groups. Of the 25,568 issued and outstanding shares, 23,294 were voted for the Plan of Merger and no shares were voted against the Plan of Merger. The number of shares cast for the Plan of Merger were sufficient for approval of the Plan of Merger. The Plan of Merger was duly authorized and approved by each of Target and Acquisition in accordance with KRS 275.350.

3. Acquisition has one issued and outstanding share of common stock. The sole shareholder of Acquisition was entitled to cast one vote on the Plan of Merger. There are no other voting groups. The Plan of Merger was approved by the sole shareholder of Acquisition. The Articles of Organization of Acquisition provide that Acquisition's Members are referred to as "shareholders".

4. The Articles of Organization of the surviving limited liability company in the merger are amended to change its name to Paxton Media Group LLC.

PAXTON MEDIA GROUP, INC.

By *David M. Paxton*
David M. Paxton, President

PAXTON MEDIA GROUP ACQUISITION LLC

By *Richard E. Paxton*
Richard E. Paxton, Manager

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John Y. Brown III
Secretary of State
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Fee Receipt: \$50.00
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ANNEX A

PLAN OF MERGER AND REORGANIZATION
OF
PAXTON MEDIA GROUP, INC.
INTO AND WITH
PAXTON MEDIA GROUP ACQUISITION LLC

1. The names of the business entities planning to merge are Paxton Media Group, Inc. ("Target") and Paxton Media Group Acquisition LLC ("Acquisition"). The name of the surviving business entity into which Target plans to merge is Paxton Media Group Acquisition LLC.

2. The effective date of the merger (the "Effective Date") will be the date on which the Articles of Merger are filed with the Kentucky Secretary State. At the Effective Time, ipso facto, and without any action on the part of the holder thereof, each issued and outstanding share of Target common stock will be converted into one share of the surviving business entity's common stock. At the Effective Time, the one issued and outstanding share of Acquisition common stock will be canceled.

3. From and after the Effective Time, until changed or amended in accordance with the Articles of Organization, the Bylaws or applicable law: (i) the officers and directors of Target will be the officers and directors of the surviving limited liability company; (ii) the Articles of Organization of Acquisition will be the Articles of Organization of the surviving limited liability company, except that the Articles of Organization are hereby amended to change the name of the surviving limited liability company to Paxton Media Group LLC; and (iii) the Bylaws and any shareholders' agreement of Target will be the Operating Agreement of the surviving limited liability company.

4. The merger of Target and Acquisition will be a corporate reorganization governed by IRC § 368(a)(1)(F). The Board of Directors may abandon the merger at any time prior to the filing of the Articles of Merger.

**ARTICLES OF ORGANIZATION
FOR
PAXTON MEDIA GROUP ACQUISITION LLC**

The undersigned person forms a Kentucky limited liability company pursuant to the Kentucky Limited Liability Company Act (the "Act"), KRS Chapter 275, as follows:

1. The name of the limited liability company (the "Company") shall be Paxton Media Group Acquisition LLC.
2. The street address of the Company's initial registered office shall be 201 South 4th Street, Paducah, Kentucky 42002. The name of the Company's initial registered agent at that office shall be FBT LLC. —
3. The mailing address of the initial principal office of the Company shall be 201 South 4th Street, Paducah, Kentucky 42002.
4. The Company is to be managed by one or more managers. Each of the Company's executive officers and the Company's Board of Directors established under paragraph 6 hereof shall be a "manager" under the Act.
5. The purpose for which the Company is organized, the business which it shall be empowered to conduct, and the enterprises which it may engage, shall include the following:
 - (a) To engage in the publishing of newspapers and other print media, to engage in the printing and publishing business, to engage in the operation of one or more television broadcasting stations broadcasting television and other electronic signals, and to engage in related businesses and other activities as may be permitted under Kentucky law from time to time.
 - (b) To purchase, lease, license, or otherwise acquire, to invest in, own, manage, exchange, hold, mortgage, pledge, sell, assign, transfer and convey, or otherwise dispose of, and to deal and with, real and personal property of every class and description, and all interests therein, and all types of improvements used or useful in connection with any such enterprises;
 - (c) To borrow money and to issue its bonds, debentures or other obligations, and to secure such loans to it and said bonds, debentures and other obligations by pledge, mortgage, deed of trust, assignment or otherwise, of any interest in its property or assets;
 - (d) To acquire, buy, sell, use, mortgage, pledge, transfer or otherwise receive and dispose of, shares of the capital stock of the Company, or any bonds, securities, or evidence of indebtedness created by, any other business entities organized under the laws of any state, and while the owner thereof, exercise all the rights, powers and privileges of ownership;

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John Y. Brown III
Secretary of State

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(e) To hold, collect and enforce, notes, contracts and chooses in action; and to act as broker, agent and representative for the sale of all kinds of, and interests in, personal and real property; and

(f) To purchase, hold, sell, and transfer shares of its, own capital stock, subject to the limitations of the Kentucky Revised Statutes.

6. The affairs of the Company shall be managed and conducted by a Board of Directors which initially shall consist of eleven members. The number of directors may be changed by the Board of Directors or the members, as provided in the Company's Bylaws. The initial directors of the Company shall be: W. James Brockenborough; James Fred Paxton; Frank R. Paxton; Jim Paxton; David M. Paxton; Martha Paxton Sinquefield; Richard Edwin Paxton; Louise P. Gallagher; Bruce Brockenborough; Dia Canter and Margery D'Epremesnil

7. The annual meetings of the shareholders and directors shall be held at such times as shall be fixed by the Bylaws.

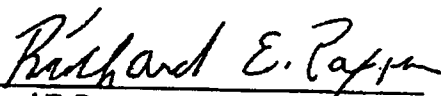
8. The authority to adopt, amend and repeal Bylaws is expressly vested in the Board of Directors, subject to the power of the shareholders to revoke or amend, in whole or in part, the Bylaws adopted by the Board of Directors.

9. Units of membership interests in the Company will be referred to as "shares". The Company's members will be referred to as "shareholders".

10. The existence of the Company will be perpetual.

11. The total authorized capital of the Company shall consist of Fifty Thousand (50,000) shares, which shares shall have all voting power of the Company. The provisions of Subtitles 6, 7, 8, 10, and 13 of KRS Chapter 271B will be applicable to the Company and its shareholders, as if the Company were a corporation governed by the Kentucky Business Corporation Act, KRS Chapter 271B. References in KRS Chapter 271B to "Articles of Incorporation" shall be deemed to refer to "Articles of Organization".

13. No director of the Company shall be personally liable the Company or its shareholders for monetary damages for a breach of his or her duties as a director except for liability: (1) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Company or its shareholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or are known to director to be a violation of law; (3) for voting for or assenting to distributions made in violation of the Kentucky Revised Statutes; or (4) for any transaction from which the director derived an improper personal benefit. If the Kentucky Revised Statutes are hereafter amended to authorize action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article by the shareholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification. This Article shall continue to be applicable with respect to any breach of duties by a director of the Company as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.


Richard E. Paxton, as organizer

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CONSENT TO SERVE
AS
INITIAL REGISTERED AGENT
FOR
PAXTON MEDIA GROUP ACQUISITION LLC

The undersigned hereby consents to serve as the initial registered agent Paxton Media Group LLC (the "Company"), as contemplated by the Company's Articles of Organization.

By Richard E. Paxton
Richard E. Paxton

Schedule 1

**Paxton Media Group LLC
(Kentucky Limited Liability Company)**

U.S. Trademark

Registered Mark

WPSD-TV	1374234	12/3/85