

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2003

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
GRAY FLORIDA HOLDINGS, INC.		12/12/2003	CORPORATION: GEORGIA

**RECEIVING PARTY DATA**

Name:	GRAY TELEVISION GROUP, INC.
Street Address:	125 North Washington Street
City:	Albany
State/Country:	GEORGIA
Postal Code:	31701
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2475359	GRAY LINK
Registration Number:	1913705	PORTA-PHONE

**CORRESPONDENCE DATA**

Fax Number: (212)969-2900  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212 969-3000  
 Email: TRADEMARK@PROSKAUER.COM  
 Correspondent Name: S.V. HEUER  
 Address Line 1: 1585 BROADWAY  
 Address Line 2: TRADEMARK DEPARTMENT  
 Address Line 4: NEW YORK, NEW YORK 10036-8299

ATTORNEY DOCKET NUMBER:	33301-001 GRAY TELEVISION
NAME OF SUBMITTER:	S.V. HEUER

CH \$65.00 2475359

Signature:	/S.V. HEUER/
Date:	12/20/2005
Total Attachments: 2 source=Merger#page1.tif source=Merger#page2.tif	

**CERTIFICATE OF MERGER  
MERGING  
GRAY FLORIDA HOLDINGS, INC., a Georgia Corporation  
WITH AND INTO  
GRAY TELEVISION GROUP, INC., a Delaware Corporation**

*Pursuant to Section 252 of  
the General Corporation Law of Delaware*

\* \* \* \* \*

The undersigned corporation organized and existing under and by virtue of the laws of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Gray Florida Holdings, Inc.	Georgia
Gray Television Group, Inc.	Delaware

**SECOND:** A Plan and Agreement of Merger (the "Agreement") between the parties to the Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the Delaware General Corporation Law.

**THIRD:** The name of the surviving corporation, which shall be a Delaware corporation, is Gray Television Group, Inc.

**FOURTH:** The Certificate of Incorporation of Gray Television Group, Inc. shall be the Certificate of Incorporation of the surviving corporation.

**FIFTH:** The executed Agreement is on file at the principal place of business of the surviving Delaware corporation, the address of which is 125 North Washington Street, Albany, Georgia 31701.

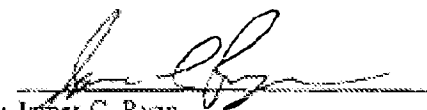
**SIXTH:** A copy of the Agreement will be furnished by the surviving Delaware corporation, on request and without cost, to any shareholder of Gray Florida Holdings, Inc. or Gray Television Group, Inc.

**SEVENTH:** The total authorized capital stock of Gray Florida Holdings, Inc., a Georgia corporation, is one thousand (1,000) shares of no par value common stock.

**EIGHTH:** The Merger shall become effective in both Georgia and Delaware as of 11:45 p.m. on December 31, 2003.

IN WITNESS WHEREOF, the undersigned, as the surviving corporation in the Merger, has caused its duly authorized representative to execute this Certificate of Merger as of the 12<sup>th</sup> of December, 2003.

GRAY TELEVISION GROUP, INC.

By:   
Name: James C. Ryan  
Title: Senior Vice President, Assistant Secretary and Treasurer