

of each of said corporations under their corporate seals and shall have been acknowledged under oath by the President of each of said corporations and this Agreement for Consolidation shall have been filed for record in the office of the Secretary of State, and a certified copy thereof shall have been filed for record in the County of Greenville, South Carolina, as required by law, the said Textile Broadcasting Company, Blue Ridge Radio Corporation and Carolina Television, Inc., shall be, and are hereby, merged or consolidated into Carolina Television, Inc., the name of which resulting corporation shall be WMRC, Inc., pursuant to the provisions of an Act of the General Assembly of the State of South Carolina entitled "An Act to Authorize and Provide for the Merger or Consolidation of Corporations and to Define the Powers and Duties, Rights and Liabilities Thereof When Merged or Consolidated", approved April 14, 1925, (being Sections 451-466 of Title 12 of the Code of Laws of South Carolina for 1952) upon the terms and subject to the conditions and provisions herein set forth:

(1) The name of the resulting corporation shall be WMRC, Inc.

(2) The principal place of business of said resulting corporation shall be in the County of Greenville, S. C.

(3) The amount of the authorized capital stock of the resulting corporation shall be One Million (\$1,000,000.00) Dollars, divided into One Hundred Thousand (100,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shall be common stock.

(4) The said resulting corporation shall have and possess all of the rights, powers, privileges, licenses, and franchises of each of the said constituent corporations so merged or consolidated, the Charter powers of each heretofore having been set forth in the preamble of this Agreement and being generally and substantially as follows: