

Piedmont Co., shall receive 20.65 shares of said preferred stock and 82.6 shares of said common stock.

TO THE STOCKHOLDERS OF SOUTHEASTERN BROADCASTING CORPORATION (OTHER THAN THE GREENVILLE NEWS-PIEDMONT CO.):

For each share of stock of Southeastern Broadcasting Corporation, the stockholders of said company other than The Greenville News-Piedmont Co., shall receive 1 share of said preferred stock and 4 shares of said common stock.

The interest of The Greenville News-Piedmont Co. in The Asheville Citizen-Times Publishing Company and in Southeastern Broadcasting Corporation will be extinguished by the merger, and the stock held by The Greenville News-Piedmont Co. in such corporations will be cancelled without the issuance of any stock therefor.

No fractional shares shall be issued; in the event a stockholder is entitled to a fractional share of stock, his share shall be rounded off to the nearest whole number of shares.

Each participating corporation in this merger has outstanding only common stock. The following is, as to each participating corporation, a list of the total number of shares outstanding and the number of such shares that voted for or against the plan of merger:

<u>COMPANY</u>	<u>OUTSTANDING SHARES</u>	<u>SHARES VOTING FOR MERGER</u>	<u>SHARES VOTING AGAINST MERGER</u>
The Greenville News-Piedmont Co.	1,000	999-1/3	0
The Asheville Citizen-Times Publishing Company	6,000	6,000	0
Southeastern Broadcasting Corporation	250,000	231,777	0

RESTATED ARTICLES OF INCORPORATION

- (1) The name of the corporation is MULTIMEDIA, INC.
- (2) The general nature of the business for which the corporation is organized is:

0.597

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