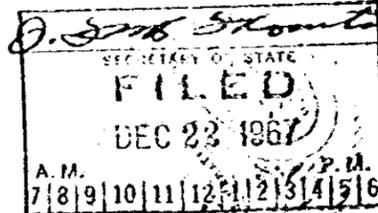


Date DEC 22 1967

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE. ARTICLES OF MERGER

FILED
GREENVILLE CO. S. C.
JUN 25 11 10 AM '76
BERNIE S. TANKERSLEY
R.M.C.



O. Ems Shomler
SECRETARY OF STATE OF SOUTH CAROLINA

Plan of Merger

(1) SOUTHEASTERN BROADCASTING CORPORATION, a South Carolina corporation with its principal place of business in the County of Greenville, South Carolina, and THE ASHEVILLE CITIZEN-TIMES PUBLISHING COMPANY, a North Carolina corporation with its principal place of business in the County of Buncombe, North Carolina, are hereby merged into THE GREENVILLE NEWS-PIEDMONT CO., a South Carolina corporation with its principal place of business in the County of Greenville, South Carolina, which last-named corporation shall be the surviving corporation.

(2) The name of the surviving corporation shall be MULTIMEDIA, INC.

(3) The effective date of this merger shall be 12:01 A.M., January 1, 1968, or as soon thereafter as possible; if consummated thereafter said merger shall be effective as of 12:01 A. M., January 1, 1968.

(4) Upon said merger, the manner and basis of converting the shares of each merging corporation into shares of MULTIMEDIA, INC., the surviving corporation, is as follows:

All of the common stock of said merging corporations shall be surrendered to the surviving corporation and cancelled. In exchange therefor, MULTIMEDIA, INC., shall issue its Convertible Cumulative Preferred Stock (preferred stock), par value \$20.00 per share (with the terms and preferences hereinafter set forth) and its common stock, par value \$1.00 per share as follows:

TO THE STOCKHOLDERS OF GREENVILLE NEWS-PIEDMONT CO.:

For each share of stock of The Greenville News-Piedmont Co., the stockholders of said company shall receive 387.427 shares of said preferred stock and 1549.708 shares of said common stock.

TO THE STOCKHOLDERS OF THE ASHEVILLE CITIZEN-TIMES PUBLISHING COMPANY (OTHER THAN THE GREENVILLE NEWS-PIEDMONT CO.):

For each share of stock of The Asheville Citizen-Times Publishing Company, the stockholders of said company other than The Greenville News-

67
50
0.

4328 RV-23