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ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State

Corporations Division

148 W. River Street

Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

Outlet Broadcasting, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
201651 <u>Outlet Broadcasting, Inc.</u>	<u>Corporation</u>	<u>Rhode Island</u>
<u>NBC Subsidiary (WNEN-TV), Inc.</u>	<u>Corporation</u>	<u>Delaware</u>

- b. The laws of the state under which each entity is organized permit such merger or consolidation.

- c. The full name of the surviving or new entity is Outlet Broadcasting, Inc.
which is to be governed by the laws of the state of Rhode Island

- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

- e. If the surviving entity's name has been amended via the merger, please state the new name:

N/A

- f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

N/A

- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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- b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

- i) The name of the subsidiary corporation is NBC Subsidiary (WNCN-TV), Inc
- ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) December 29, 2008

- c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- _____
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Outlet Broadcasting, Inc.
Print Entity Name

By: _____
Name of person signing

By: Brian O'Leary Vice President
Name of person signing Title of person signing

NBC Subsidiary (WNCN), Inc.
Print Entity Name

By: _____
Name of person signing

By: Brian O'Leary Vice President
Name of person signing Title of person signing

AGREEMENT
AND
PLAN OF MERGER
OF
NBC SUBSIDIARY (WNCN-TV), INC.
INTO
OUTLET BROADCASTING, INC.

FIRST: The name of the corporation to be merged is NBC Subsidiary (WNCN-TV), Inc. ("WNCN").

SECOND: The name of the surviving corporation is Outlet Broadcasting, Inc. ("Outlet").

THIRD: WNCN is a corporation organized and existing under the laws of the State of Delaware. WNCN was incorporated in the State of Delaware effective August 2, 1999.

FOURTH: Outlet is a corporation organized and existing under the laws of the State of Rhode Island. Outlet was organized in the State of Rhode Island effective July 30, 1925.

FIFTH: WNCN shall merge with and into Outlet.

SIXTH: The merger of WNCN with and into Outlet (the "Merger") is intended to constitute a tax-free reorganization within the meaning of sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

EIGHTH: The Merger shall become effective at the time when the necessary parties duly file a Certificate of Merger (the "Certificate of Merger") with the Secretary of State of the State of Delaware and the necessary parties duly file this Agreement and Plan of Merger with the Secretary of State of Rhode Island, or at such subsequent time as the parties shall agree and shall be specified in the Certificate of Merger, in such form as is required by, and executed in accordance with, the relevant provisions of the applicable corporate laws of Delaware and Rhode Island, together with any other filings or

recordings required under the applicable corporate laws of Delaware or Rhode Island to effectuate the Merger.

NINTH: Upon the effective date of the merger, (i) without any further act or deed, all the estate, property, rights, privileges, franchises, causes of action and every other asset of WNCN shall be vested in Outlet, and shall be fully held, enjoyed, managed and controlled by Outlet in its name, (ii) each share of capital stock of WNCN shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor, and (iii) Outlet shall assume and be liable for all the obligations and liabilities of WNCN and subject to the rights of all creditors thereof.

TENTH: On and after the effective date of the merger, Outlet agrees that (i) it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of WNCN as well as for enforcement of any obligation of WNCN arising from the merger and Outlet irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding, and (ii) it may be served with process in the State of Rhode Island in any proceeding for enforcement of any obligation of Outlet and Outlet irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such suit or proceeding. The address to which such process shall be mailed by the Secretary of State of Delaware is Outlet Broadcasting, Inc., 30 Rockefeller Plaza, New York, NY 10112.

[Signature Page Follows]

IN WITNESS WHEREOF, WNCN and Outlet have caused this Agreement and
Plan of Merger to be executed as of December 29 2005.

NBC SUBSIDIARY (WNCN-TV), INC.

By: 
Name: Brian O'Leary
Title: VP

OUTLET BROADCASTING, INC.

By: 
Name: Brian O'Leary
Title: VP