

State of Idaho

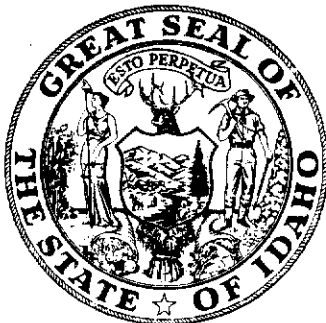
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of SOUTH IDAHO NEWSPAPERS, INC., an Idaho corporation, into PARK NEWSPAPERS OF IDAHO, INC., an Idaho corporation, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: January 7, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally I. Clark*

ARTICLES OF MERGER
OF
SOUTH IDAHO NEWSPAPERS, INC.
INTO
PARK NEWSPAPERS OF IDAHO, INC.
UNDER SECTIONS 30-1-75
OF THE IDAHO BUSINESS CORPORATION ACT

JAN 7 11 13 AM '97

SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-75 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Merger:

- FIRST: South Idaho Newspapers, Inc., an Idaho corporation which was incorporated on the 3rd day of June, 1977 (the "Subsidiary"), shall be merged with and into Park Newspapers of Idaho, Inc., an Idaho corporation which was incorporated on the 4th day of August, 1987; Park Newspapers of Idaho, Inc. will be the surviving corporation (the "Surviving Corporation") and will be governed by the laws of the State of Idaho.
- SECOND: There are twenty-five thousand (25,000) issued and outstanding voting shares of common stock and five thousand (5,000) issued and outstanding non-voting shares of common stock of the Subsidiary, and all such stock is owned by the Surviving Corporation.
- THIRD: The Surviving Corporation waives the mailing of the agreement and plan of merger that Section 30-1-75 of the Idaho Business Corporation Act requires to occur thirty days prior to the filing of these Articles of Merger.
- FOURTH: The agreement and plan of merger was adopted by the Surviving Corporation in the manner prescribed by the Idaho Business Corporation Act. The agreement and plan of merger is attached hereto as Exhibit A.
- FIFTH: These Articles of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single agreement.

IDAHO SECRETARY OF STATE
DATE 01/07/1997 0900 52789

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CK #: 11301805 CUST# 70443

MERGER

1@ 30.00= 30.00
EXPEDITE C 1@ 20.00= 20.00

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IN WITNESS WHEREOF, the Surviving Corporation has caused these Articles of Merger to be signed by H. Graham Woodlief, Jr. its President, and George L. Mahoney, its Secretary, this 7th day of January, 1997.

PARK NEWSPAPERS OF IDAHO, INC.

By: H. Graham Woodlief, Jr.
Name: H. Graham Woodlief, Jr.
Title: President

By: George L. Mahoney
Name: George L. Mahoney
Title: Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER
OF
SOUTH IDAHO NEWSPAPERS, INC.
INTO
PARK NEWSPAPERS OF IDAHO, INC.

AGREEMENT AND PLAN OF MERGER, dated as of January 7, 1997, by and between Park Newspapers of Idaho, Inc., an Idaho corporation (the "Surviving Corporation") and South Idaho Newspapers, Inc., an Idaho corporation (the "Subsidiary"). Pursuant to Section 30-1-75 of the Idaho Business Corporation Act, the parties agree that the Subsidiary shall merge with and into the Surviving Corporation (the "Merger") according to the terms set forth below:

FIRST: The Surviving Corporation owns all of the issued and outstanding shares of the capital stock of the Subsidiary.

SECOND: The Merger shall be effective as of the date on which the Articles of Merger are filed with the Secretary of State of the State of Idaho (the "Effective Date"). Upon the Merger, the corporate existence of the Surviving Corporation, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of the Subsidiary, with all its purposes, powers and objects, shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence and corporate organization of the Subsidiary shall cease as of the Effective Date.

THIRD: The Subsidiary has twenty-five thousand (25,000) issued and outstanding voting shares of common stock and five thousand (5,000) issued and outstanding non-voting shares of common stock, and all such stock is owned by the Surviving Corporation. There are one hundred thousand (100,000) issued and outstanding shares of common stock of the Surviving Corporation.

FOURTH: As of the Effective Date, the issued and outstanding shares of the capital stock of the Surviving Corporation and the Subsidiary shall become and be converted as follows: (A) the shares of the Surviving Corporation stock which are outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action by the holder thereof, be and become shares of the Surviving Corporation; and (B) the certificates representing the shares of the Subsidiary stock outstanding and presently owned by the Surviving Corporation shall be canceled. At and after the Effective Date, the Surviving Corporation shall possess all the rights,

privileges, immunities, powers, and purposes, of each of the Surviving Corporation and the Subsidiary; all the property, real and personal, shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of the Surviving Corporation and the Subsidiary.

FIFTH: As of the Effective Date, the certificate of incorporation and the bylaws of the Surviving Corporation shall be in the form of the existing certificate of incorporation and bylaws of the Surviving Corporation.

SIXTH: This Agreement and Plan of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute a single agreement.

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

SOUTH IDAHO NEWSPAPERS, INC.

By: H. Graham Woodlief, Jr.
Name: H. Graham Woodlief, Jr.
Title: President

By: _____
Name: George L. Mahoney
Title: Secretary

PARK NEWSPAPERS OF IDAHO, INC.

By: H. Graham Woodlief, Jr.
Name: H. Graham Woodlief, Jr.
Title: President

By: _____
Name: George L. Mahoney
Title: Secretary