

MINDEN TELEVISION COMPANY, LLC

CERTIFICATE OF MERGER

This Certificate of Merger is entered into as of 5:00 o'clock p.m. on the _____ day of December 2005, pursuant to the provisions of LSA-R.S. 12:111, et seq., and LSA-R.S. 12:1358, et seq., by and between:

MINDEN TELEVISION CORPORATION, a Louisiana corporation, domiciled in Caddo Parish, Louisiana, with mailing address of 9099 Ferry Creek Drive, Shreveport, LA 71106, represented herein by its President and sole and only stockholder, Lauren B. Wray Ostendorff, duly authorized to act herein as per Unanimous Written Consent of the Board of Directors and Shareholders attached hereto and made a part hereof (hereinafter referred to as "MTC");

and

MINDEN TELEVISION COMPANY, LLC., a Louisiana limited liability company, domiciled in Caddo Parish, Louisiana, with mailing address of 9099 Ferry Creek Drive, Shreveport, LA 71106, represented herein by its Managing Member, Lauren B. Wray Ostendorff, duly authorized to act herein as per Authorization Certificate attached hereto and made a part hereof (hereinafter referred to as "Company");

who do hereby certify as follows:

- (1) The name and state of each entity to the merger are as follows:
 - (a) Minden Television Corporation, a Louisiana corporation;
 - (b) Minden Television Company, a Louisiana limited liability company.
- (2) The effective date and time of merger are 5:00 o'clock p.m., December _____, 2005.
- (3) The name of the surviving entity is Minden Television Company, LLC.
- (4) The agreement of merger was duly authorized and approved by each entity identified herein in accordance with LSA-R.S. 12:111, et seq., and LSA-R.S. 12:1358, et seq.

- (5) The original Articles of Organization of Minden Television Company, LLC, shall be the Articles of Organization after the merger.
- (6) The executed Joint Merger Agreement between the parties hereto is on file at the principal place of business of the surviving entity, Minden Television Company, LLC, which is 9099 Ferry Creek Drive, Shreveport, LA 71106.
- (7) A copy of the Joint Merger Agreement will be furnished by Minden Television Company, LLC, on request and without cost to any member or entity to the merger.

THUS DONE AND SIGNED, before me, Notary, and in the presence of the undersigned competent witnesses on this _____ day of December 2005.

WITNESSES:

MINDEN TELEVISION CORPORATION

By: _____
Lauren B. Wray Ostendorff, President

NOTARY PUBLIC
In and for _____ Parish, Louisiana
Notary Identification Number: _____

My Commission Is Permanent.

THUS DONE AND SIGNED, before me, Notary, and in the presence of the undersigned competent witnesses on this _____ day of December 2005.

WITNESSES:

MINDEN TELEVISION COMPANY, LLC

By: _____
Lauren B. Wray Ostendorff, Managing Member

NOTARY PUBLIC
In and for _____ Parish, Louisiana
Notary Identification Number: _____

My Commission Is Permanent.