

**ARTICLES OF MERGER
BY AND BETWEEN
SINCLAIR COMMUNICATIONS, INC.
AND
SINCLAIR COMMUNICATIONS, LLC**

THESE ARTICLES OF MERGER, dated as of the _____ day of _____, 2003, pursuant to Sections 3-109 and 4A-703 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code"), are entered into by and between the Maryland corporation and the Maryland limited liability company named in Article THIRD below, which are hereinafter collectively referred to as the "Constituent Entities."

FIRST: Each of the Constituent Entities has agreed to merge, and the terms and conditions of the merger and the manner of carrying the same into effect are and shall be as set forth herein.

SECOND: Sinclair Communications, LLC, a limited liability company organized under the laws of the State of Maryland, shall be the successor in the merger (hereinafter sometimes referred to as the "Successor") under the name of Sinclair Communications, LLC.

THIRD: The parties to these Articles of Merger are Sinclair Communications, LLC, a limited liability company organized under the laws of the State of Maryland, and Sinclair Communications, Inc., a corporation having capital stock that was organized under the laws of the State of Maryland (hereinafter sometimes referred to as "Target").

FOURTH: The Successor has its principal office in this State in Baltimore County at 10706 Beaver Dam Road, Cockeysville, Maryland 21030. Target has its principal office in this State in Baltimore County at 10706 Beaver Dam Road, Cockeysville, Maryland 21030. Target does not own any land in the State of Maryland.

FIFTH: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized, and approved by the Successor and Target in the manner and by the vote required by: (a) the Articles of Organization of the Successor; and (b) the Charter of the Target and, in each such case, by the laws of the State of Maryland. By unanimous written consents dated _____, 2003, the proposed merger and these Articles of Merger were approved by the Board of Directors and sole stockholder of Target, as required by the laws of the State of Maryland. The sole member of the Successor, on _____, 2003, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved.

SIXTH: No Amendment to the Articles of Organization or Operating Agreement of the Successor is required on account of the Merger.

SEVENTH: The Target has authority to issue shares of one class of stock, namely One Thousand (1,000) shares of Common Stock with a par value of One Cent (\$.01) (the "Target Common Stock"), which totals Ten Dollars (\$10.00) of aggregate par value for all shares authorized.

EIGHTH: Target has one class of membership interests (“Membership Interests”).

NINTH: The manner and basis of converting or exchanging the outstanding common stock of the merging corporation into membership interests of a limited liability company or other consideration and the treatment of any issued stock of the merging corporation not to be so converted or exchanged shall be as follows:

(a) Each share of the Target Common Stock shall be cancelled on the Effective Date.

TENTH: The merger provided for by these Articles of Merger shall become effective (the "Effective Date") on the date that these Articles of Merger, duly executed by all of the Members of Target, as required by the laws of the State of Maryland and duly advised, approved, signed, acknowledged, sealed and verified by the Successor as required by the laws of the State of Maryland, are accepted for record by the State Department of Assessments and Taxation (the "Department"), as required by the laws of the State of Maryland.

**[REST OF PAGE LEFT INTENTIONALLY BLANK
– SIGNATURES ON FOLLOWING PAGE]**

IN WITNESS WHEREOF, Sinclair Communications, Inc., the corporation party to the merger, has caused these Articles of Merger to be signed in its corporate name and on its behalf by its President and witnessed or attested by its Secretary this ____ day of _____, 2003.

ATTEST:

SINCLAIR COMMUNICATIONS, INC.

David B. Amy,
Secretary

By:

David D. Smith,
President

THE UNDERSIGNED, President of Sinclair Communications, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a party, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects under the penalties of perjury.

David D. Smith,
President

IN WITNESS WHEREOF, Sinclair Communications, LLC, the limited liability company to the merger, has caused these Articles of Merger to be signed in its respective partnership name and its behalf by all of its Members this ____ day of _____, 2003.

ATTEST:

SINCLAIR BROADCAST GROUP, INC., AS
SOLE MEMBER OF
SINCLAIR COMMUNICATIONS, LLC

David B. Amy,
Secretary

By:

David D. Smith,
President

THE UNDERSIGNED, the President of Sinclair Broadcast Group, Inc., as Sole Member of Sinclair Communications, LLC,, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a party, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects under the penalties of perjury.

David D. Smith,
President