

PLAN AND AGREEMENT OF MERGER

BETWEEN

CUNNINGHAM (WDBB-TV), INC.
(A NEVADA CORPORATION)

AND

CUNNINGHAM BROADCASTING CORPORATION
(A MARYLAND CORPORATION)

This Plan and Agreement of Merger made and entered into on the _____ day of _____, 2011, by and between Cunningham (WDBB-TV), Inc., (formerly, H and P Communications, Inc.) a Nevada Corporation and Cunningham Broadcasting Corporation, a Maryland Corporation.

WITNESSETH:

WHEREAS, Cunningham (WDBB-TV), Inc. (formerly H&P Communications, Inc.) is a corporation organized and existing under the laws of the State of Nevada, its Certificate of Incorporation having been filed in the Office of Secretary of the State of Nevada on June 24, 1994; and

WHEREAS, Cunningham Broadcasting Corporation is a corporation organized and existing under the laws of the State of Maryland; and

WHEREAS, the Board of Directors of Cunningham (WDBB-TV), Inc. and the Board of Directors of Cunningham Broadcasting Corporation deem it advisable that Cunningham (WDBB-TV), Inc. be merged into Cunningham Broadcasting Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Nevada and the State of Maryland respectively, which permit such merger.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, Cunningham (WDBB-TV), Inc. and Cunningham Broadcasting Corporation, by their Board of Directors have agreed and do hereby agree, each with the other as follows:

ARTICLE I

Cunningham (WDBB-TV), Inc. and Cunningham Broadcasting Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Nevada and the State of Maryland, by Cunningham (WDBB-TV), Inc. merging into Cunningham Broadcasting Corporation, which shall be the surviving corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Nevada and State of Maryland:

1. Cunningham (WDBB-TV) Inc. and Cunningham Broadcasting Corporation shall be a single corporation, which shall be Cunningham Broadcasting Corporation as the Surviving Corporation, and the separate existence of Cunningham (WDBB-TV) shall cease.

ARTICLE III

The Articles of Incorporation of Cunningham Broadcasting Corporation shall not be amended in any respect by reason of this Plan and Agreement of Merger.

ARTICLE IV

The shares of Cunningham (WDBB-TV), Inc. shall be cancelled:

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK-
SIGNATURES ON FOLLOWING PAGE]**

IN WITNESS WHEREOF, Cunningham (WDBB-TV), Inc. and Cunningham Broadcasting Corporation, pursuant to the approval and authority duly given by resolutions adopted by their Board of Directors have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party hereto on the day and year first above written.

ATTEST:

Cunningham (WDBB-TV), Inc.

Secretary

By: _____(SEAL)
President

ATTEST:

Cunningham Broadcasting Corporation

Secretary

By: _____(SEAL)
President