

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GRAY TELEVISION GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "GRAY MEDIA GROUP, INC." UNDER THE NAME OF "GRAY MEDIA GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 2019, AT 9:21 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

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SR# 20193389991

Authentication: 202749292
Date: 05-02-19

You may verify this certificate online at corp.delaware.gov/authver.shtml


CERTIFICATE OF MERGER
GRAY MEDIA GROUP, INC.,
a Delaware corporation (“*Surviving Company*”)
and
GRAY TELEVISION GROUP, INC.,
a Delaware corporation (“*Merging Company*”)

Pursuant to Title 8, Section 251 of the Delaware General Corporation Law, the undersigned corporations executed the following Certificate of Merger:

- FIRST:** The name of the surviving corporation is Gray Media Group, Inc., a Delaware corporation (“*Surviving Company*”).
- SECOND:** The name of the merging company in the merger is Gray Television Group, Inc., a Delaware corporation (the “*Merging Company*”).
- THIRD:** The merger has been approved, adopted, certified, executed and acknowledged by the *Surviving Company* and the *Merging Company*.
- FOURTH:** The merger of the *Merging Company* into the *Surviving Company* shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware (the “*Effective Time*”).
- FIFTH:** The Agreement of Merger is on file at 4370 Peachtree Road NE, Atlanta, Georgia 30319, the place of business of the surviving company.
- SIXTH:** The organizational documents of the *Merging Company* shall survive and be its Certificate of Incorporation. A copy of the Agreement of Merger will be provided by the surviving company, on request, without cost, to any member of any constituent entity.
- SEVENTH:** The bylaws of the *Merging Company* shall survive and become the bylaws of the *Surviving Company*.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer as of the 1st day of May, 2019.

GRAY MEDIA GROUP, INC.
a Delaware corporation

By: 
Name: Kevin P. Latek
Title: Secretary