

H23177

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

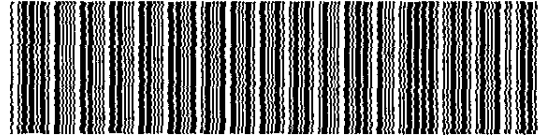
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Merger



500009658845

EFFECTIVE DATE

1-15-03

RECEIVED
03 JAN 14 AM 11:50
DIVISION OF CORPORATION

FILED
03 JAN 14 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 14 2003



ACCOUNT NO. : 072100000032
REFERENCE : 891020 4332209
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 70.00

ORDER DATE : January 13, 2003
ORDER TIME : 9:59 AM
ORDER NO. : 891020-030
CUSTOMER NO: 4332209
CUSTOMER: Ms. Helen V. Stamatiadis
The Thomson Corporation
One Station Place
Stamford, CT 06902

ARTICLES OF MERGER

FIRST CALL LICENSING
CORPORATION

INTO

GLOBAL INFORMATION LICENSING
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward, Ext. 1135
EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FIRST CALL LICENSING CORPORATION, a Delaware entity, not qualified in Florida

INTO

GLOBAL INFORMATION LICENSING CORPORATION, a Florida entity, H23177.

File date: January 14, 2003 , effective January 15, 2003

Corporate Specialist: Teresa Brown

Account number: 072100000032

Amount charged: 70.00

EFFECTIVE DATE

1-15-03

ARTICLES OF MERGER
OF
FIRST CALL LICENSING CORPORATION
AND

FILED
03 JAN 14 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GLOBAL INFORMATION LICENSING CORPORATION

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging FIRST CALL LICENSING CORPORATION with and into GLOBAL INFORMATION LICENSING CORPORATION.

2. The merger of FIRST CALL LICENSING CORPORATION with and into GLOBAL INFORMATION LICENSING CORPORATION is permitted by the laws of the jurisdiction of organization of FIRST CALL LICENSING CORPORATION and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of FIRST CALL LICENSING CORPORATION was January 9, 2003 by written consent.

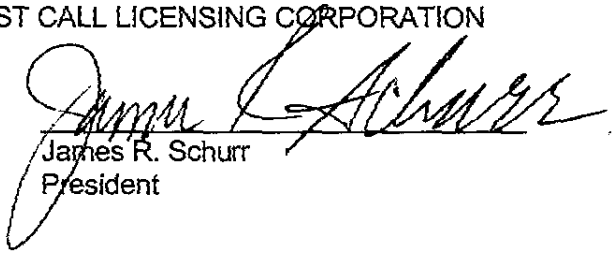
3. The shareholders of GLOBAL INFORMATION LICENSING CORPORATION entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on January 9, 2003 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be on January 15, 2003.

Executed on January 9, 2003.

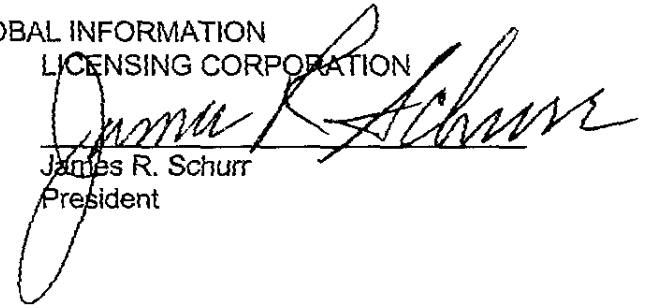
FIRST CALL LICENSING CORPORATION

By:


James R. Schurr
President

GLOBAL INFORMATION
LICENSING CORPORATION

By:


James R. Schurr
President

PLAN OF MERGER adopted for FIRST CALL LICENSING CORPORATION, a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on January 9, 2003, and adopted for GLOBAL INFORMATION LICENSING CORPORATION, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on January 9, 2003. The names of the corporations planning to merge are FIRST CALL LICENSING CORPORATION, a business corporation organized under the laws of the State of Delaware, and GLOBAL INFORMATION LICENSING CORPORATION, a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which FIRST CALL LICENSING CORPORATION plans to merge is GLOBAL INFORMATION LICENSING CORPORATION.

1. FIRST CALL LICENSING CORPORATION and GLOBAL INFORMATION LICENSING CORPORATION, shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, GLOBAL INFORMATION LICENSING CORPORATION, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of FIRST CALL LICENSING CORPORATION, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. All of the issued shares in total owned by the sole stockholder of the disappearing corporation shall, upon the complete effective date of the merger, be converted into only one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have

been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.