

Document Number Only

887623

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Name of Corporation

State of Incorporation

ACBJ Business Journals, Inc.  
American Cities Business Journals, Inc.  
Business Journal Publications Corporation  
St. Louis Business Journal Corp.  
St. Louis Magazine, Inc.  
Wichita Business Journal, Inc.  
Washington Business Journal, Inc.  
Business Journal of Portland, Inc.  
The Seattle Business Journal, Inc.  
Business First of Columbus, Inc.  
ACBJ Business Publications, Inc.  
Baltimore Business Publications, Inc.  
Crossroads Press, Inc.  
Business Journal Publications, Inc.

Florida  
Florida  
Missouri  
Missouri  
Missouri  
Kansas  
Virginia  
Oregon  
Washington  
Ohio  
Ohio  
Maryland  
Hawaii  
Florida

Survivor

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|--|---|---|
| <input type="checkbox"/> NonProfit             | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Limited Liability Co. |   |   |
| <input type="checkbox"/> Foreign               | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other UCC Filing   |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
|  |   | <input type="checkbox"/> Fic. Name          |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready       | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
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N. HENDRICKS DEC 26 1996

CR2E031 (1-89)

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ACBJ Business Journals, Inc. J79889  
American Cities Business Journals, Inc. H7D371  
Business Journal Publications Corporation  
St. Louis Business Journal Corp.  
St. Louis Magazine, Inc.  
Wichita Business Journal, Inc.  
Washington Business Journal, Inc.  
Business Journal of Portland, Inc.  
The Seattle Business Journal, Inc.  
Business First of Columbus, Inc.  
ACBJ Business Publications, Inc.  
Baltimore Business Publications, Inc.  
Crossroads Press, Inc.

Florida  
Florida  
Missouri  
Missouri  
Missouri  
Kansas  
Virginia  
Oregon  
Washington  
Ohio  
Ohio  
Maryland  
Hawaii

Not  
Qualified

INTO  
BUSINESS JOURNAL PUBLICATIONS, INC., a Florida corporation, S87623.

File date: December 24, 1996 , effective December 31, 1996

Corporate Specialist: Nancy Hendricks

DOMESTIC CORPORATION AND FOREIGN CORPORATION

STATE OF FLORIDA

ARTICLES OF MERGER

EFFECTIVE DATE

12/31/96

FILED  
96 DEC 24 PM 5:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
ACBJ Business Journals, Inc.	Florida
American Cities Business Journals, Inc.	Florida
Business Journal Publications Corporation	Missouri
St. Louis Business Journal Corp.	Missouri
St. Louis Magazine, Inc.	Missouri
Wichita Business Journal, Inc.	Kansas
Washington Business Journal, Inc.	Virginia
Business Journal of Portland, Inc.	Oregon
The Seattle Business Journal, Inc.	Washington
Business First of Columbus, Inc.	Ohio
ACBJ Business Publications, Inc.	Ohio
Baltimore Business Publications, Inc.	Maryland
Crossroads Press, Inc.	Hawaii
Business Journal Publications, Inc.	Florida

SECOND: Each of the domestic corporations merging comply with the applicable provisions of Sections 607.1101-607.1104 of the Florida Business Corporation Act and the surviving corporation complies with Section 607.1105 of the Florida Business Corporation Act.

THIRD: The name of the surviving corporation shall be Business Journal Publications, Inc.

FOURTH: The Plan of Merger was adopted by the shareholders of ACBJ Business Journals, Inc. on the 13th day of December, 1996.

The Plan of Merger was adopted by the shareholders of American Cities Business Journals, Inc. on the 13th day of December, 1996.

The Plan of Merger was adopted by the shareholders of Business Journal Publications Corporation on the 13th day of December, 1996.

The Plan of Merger was adopted by the shareholders of St. Louis Business Journal Corp. on the 13th day of December, 1996.

The Plan of Merger was adopted by the shareholders of St. Louis Magazine, Inc. on the 13th day of December, 1996.

The Plan of Merger was adopted by the shareholders of Wichita Business Journal, Inc. on the 13th day of December, 1996.

The Plan of Merger was adopted by the shareholders of Washington Business Journal, Inc. on the 13th day of December, 1996.

The Plan of Merger was adopted by the shareholders of Business Journal of Portland, Inc. on the 13th day of December, 1996.

The Plan of Merger was adopted by the shareholders of The Seattle Business Journal, Inc. on the 13th day of December, 1996.

The Plan of Merger was adopted by the shareholders of Business First of Columbus, Inc. on the 13th day of December, 1996.

The Plan of Merger was adopted by the shareholders of ACBJ Business Publications, Inc. on the 13th day of December, 1996.

The Plan of Merger was adopted by the shareholders of Baltimore Business Publications, Inc. on the 13th day of December, 1996.

The Plan of Merger was adopted by the shareholders of Crossroads Press, Inc. on the 13th day of December, 1996.

The Plan of Merger was adopted by the shareholders of Business Journal Publications, Inc. on the 13th day of December, 1996.

FIFTH: The effective date of the merger is December 31, 1996.

SIXTH: The Plans of Merger are attached as Exhibit A.

ACBJ BUSINESS JOURNALS, INC.

By: Ray Shaw  
Ray Shaw, Vice President

AMERICAN CITIES BUSINESS  
JOURNALS, INC.

By: Ray Shaw  
Ray Shaw, Vice President

BUSINESS JOURNAL PUBLICATIONS  
CORPORATION

By: Ray Shaw  
Ray Shaw, Vice President

ST. LOUIS BUSINESS JOURNAL CORP.

By: Ray Shaw  
Ray Shaw, Vice President

ST. LOUIS MAGAZINE, INC.

By: Ray Shaw  
Ray Shaw, Vice President

WICHITA BUSINESS JOURNAL, INC.

By: Ray Shaw  
Ray Shaw, Vice President

WASHINGTON BUSINESS JOURNAL, INC.

By: Ray Shaw  
Ray Shaw, Vice President

BUSINESS JOURNAL OF PORTLAND, INC.

By: Ray Shaw  
Ray Shaw, Vice President

THE SEATTLE BUSINESS JOURNAL, INC.

By: Ray Shaw  
Ray Shaw, Vice President

BUSINESS FIRST OF COLUMBUS, INC.

By: Ray Shaw  
Ray Shaw, Vice President

ACBJ BUSINESS PUBLICATIONS, INC.

By: Ray Shaw  
Ray Shaw, Vice President

BALTIMORE BUSINESS PUBLICATIONS,  
INC.

By: Ray Shaw  
Ray Shaw, Vice President

CROSSROADS PRESS, INC.

By: Ray Shaw  
Ray Shaw, Vice President

BUSINESS JOURNAL PUBLICATIONS,  
INC.

By: Ray Shaw  
Ray Shaw, Vice President

## EXHIBIT A

## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is entered into this 16th day of December, 1996, by and between the following:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
ACBJ Business Journals, Inc.	Florida
American Cities Business Journals, Inc.	Florida
Business Journal Publications Corporation	Missouri
St. Louis Business Journal Corp.	Missouri
St. Louis Magazine, Inc.	Missouri
Wichita Business Journal, Inc.	Kansas
Washington Business Journal, Inc.	Virginia
Business Journal of Portland, Inc.	Oregon
The Seattle Business Journal, Inc.	Washington
Business First of Columbus, Inc.	Ohio
ACBJ Business Publications, Inc.	Ohio
Baltimore Business Publications, Inc.	Maryland
Crossroads Press, Inc.	Hawaii
Business Journal Publications, Inc.	Florida

WHEREAS, the respective Boards of Directors of said corporations deem it advisable and in the best interests of the corporations that they merge and such Boards of Directors have approved, recommended and submitted to a vote of shareholders the terms of the merger pursuant to Statements of Unanimous Consent dated December 13, 1996;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, covenants and grants contained herein, it is hereby agreed by and between the parties hereto as follows:

1. Merger. As of the effective date of the merger defined herein, the following corporations

<u>Name of Corporation</u>	<u>State of Incorporation</u>
ACBJ Business Journals, Inc.	Florida
American Cities Business Journals, Inc.	Florida
Business Journal Publications Corporation	Missouri
St. Louis Business Journal Corp.	Missouri
St. Louis Magazine, Inc.	Missouri
Wichita Business Journal, Inc.	Kansas
Washington Business Journal, Inc.	Virginia
Business Journal of Portland, Inc.	Oregon
The Seattle Business Journal, Inc.	Washington
Business First of Columbus, Inc.	Ohio
ACBJ Business Publications, Inc.	Ohio
Baltimore Business Publications, Inc.	Maryland
Crossroads Press, Inc.	Hawaii
Business Journal Publications, Inc.	Florida



shall merge with and into Business Journal Publications, Inc., a Florida corporation, which shall be the survivor as a single corporation (to be hereinafter sometimes referred to as the "Surviving Corporation"), and the separate corporate existence of the other corporations shall cease. The name of the Surviving Corporation after the merger shall be Business Journal Publications, Inc.

1.01 The Articles of Incorporation of Business Journal Publications, Inc., a Florida corporation, shall be the Articles of Incorporation of the Surviving Corporation, until duly changed or amended.

1.02 The By-Laws of Business Journal Publications, Inc., a Florida corporation, shall be the By-Laws of the Surviving Corporation, until duly changed or amended.

1.03 The directors and officers of Business Journal Publications, Inc., a Florida corporation, immediately prior to the merger, shall be the directors and officers of the Surviving Corporation, until their successors are duly elected and qualified.

2. Effective Date. The effective date of the merger shall be at the end of the day December 31, 1996, at which time shareholder and stockholder approval of all corporations shall be obtained pursuant to Statements of Unanimous Consent, and the Articles of Merger shall be filed with the Secretary of State of Florida, Missouri, Kansas, Virginia, Oregon, Washington, Ohio, Maryland and Hawaii, and otherwise in accordance with Florida, Missouri, Kansas, Virginia, Oregon, Washington, Ohio, Maryland and Hawaii law. The merger shall be effective on such date in accordance with the Florida Business Corporation Act.

3. Cancellation of Shares. Since all of the issued and outstanding shares of Business Journal Publications, Inc., the Surviving Corporation, and all of the issued and outstanding shares of the corporations to be merged are owned by American City Business Journals, Inc., a Delaware corporation, on the effective date of the merger all of the issued and outstanding shares of

Name of Corporation

State of Incorporation

ACBJ Business Journals, Inc.	Florida
American Cities Business Journals, Inc.	Florida
Business Journal Publications Corporation	Missouri
St. Louis Business Journal Corp.	Missouri
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Business Journal of Portland, Inc.	Oregon
The Seattle Business Journal, Inc.	Washington
Business First of Columbus, Inc.	Ohio
ACBJ Business Publications, Inc.	Ohio
Baltimore Business Publications, Inc.	Maryland
Crossroads Press, Inc.	Hawaii



the merging corporations, shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.

4. Transfer of Rights and Interests. Upon the consummation of the merger described herein, all and singular rights, privileges, powers and franchises of each of said corporations, and all property, real and mixed, and all debts due on whatever account, as well as all other things in action or belonging to each of such corporations, shall be vested in the Surviving Corporation; all property rights, privileges, powers and franchises, and all and every other interest of the corporations shall thereafter be the property of the Surviving Corporation as they were of the several and respective corporations; and the title to any real estate, whether by deed or otherwise, vested in the corporations shall not revert or be in any way impaired by reason of said merger; provided, however, that all rights of creditors and all liens upon any property of the parties hereto shall be preserved unimpaired, and all debts, liabilities and duties of the parties hereto shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

If at any time the Surviving Corporation shall deem or be advised that any further assignments, assurances in the law or things are necessary or desirable to vest in it, according to the terms hereof, the title to any property of the merging corporations, said merging corporations' proper officers and directors shall and will execute and do all such proper assignments, assurances in the law and things necessary or proper to vest title to such property in the Surviving Corporation and otherwise to carry out the purposes of this Agreement.

5. Amendment and Termination. At any time and from time to time, the provisions of this Plan and Agreement of Merger may be amended, altered or repealed and other provisions authorized by the state laws of Florida, Missouri, Kansas, Virginia, Oregon, Washington, Ohio, Maryland and Hawaii may be added or inserted in the manner at the time prescribed by such statutes, and all rights at any time conferred upon the stockholders of the Surviving Corporation by this Plan and Agreement of Merger are granted subject to the provisions of this Section 5. At any time prior to the filing of the Articles of Merger with the Secretary of State of Florida, the Agreement may be terminated by the Board of Directors of any constituent corporation.

IN WITNESS WHEREOF, we have signed this Plan and Agreement of Merger this 16th day of December, 1996.

ACBJ BUSINESS JOURNALS, INC.

By: Ray Shaw

Ray Shaw, Vice President

**AMERICAN CITIES BUSINESS  
JOURNALS, INC.**

By: Ray Shaw  
Ray Shaw, Vice President

**BUSINESS JOURNAL PUBLICATIONS  
CORPORATION**

By: Ray Shaw  
Ray Shaw, Vice President

**ST. LOUIS BUSINESS JOURNAL CORP.**

By: Ray Shaw  
Ray Shaw, Vice President

**ST. LOUIS MAGAZINE, INC.**

By: Ray Shaw  
Ray Shaw, Vice President

**WICHITA BUSINESS JOURNAL, INC.**

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Ray Shaw, Vice President

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By: Ray Shaw  
Ray Shaw, Vice President

## CROSSROADS PRESS, INC.

By: Ray Shaw  
Ray Shaw, Vice President

BUSINESS JOURNAL PUBLICATIONS,  
INC.

By: Ray Shaw  
Ray Shaw, Vice President